

**Information memorandum regarding the allocation of newly issued ordinary shares
to the specific investors (Private Placement) of Stark Corporation Public Company Limited**

The Board of Directors' Meeting resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 on July 29, 2022 at 15.30 hours to consider approving the increase of the registered capital of the Company by THB 1,500,000,000 from the existing registered capital of THB 15,875,206,607 to THB 17,375,206,607 by issuing 1,500,000,000 newly issued ordinary shares with a par value of THB 1.00 per share to be offered to the specific investors (Private Placement) by assigning the Board of Directors to set the offering price according to the market price and approving the amendment of clause 4 of the Company's Memorandum of Association (Registered Capital) to be in line with the increase of the registered capital of the Company.

The Company has prepared the information essential to the shareholders' decision in accordance with the Notification of the Capital Market Supervisory Board Re: List of Information in the Notice of Shareholders' Meeting of Listed Company for Seeking Approval of the Issuance and Offering of Securities, with the details as follows:

1. Details of the Offering of the Newly Issued Shares

The Company will issue and allocate the newly issued ordinary shares by issuing the amount of no more than 1,500,000,000 shares with a par value of THB 1.00 per share to be offered to the specific investors (Private Placement) by assigning the Board of Directors to set the offering price according to the market price.

The Company is in the process of (1) selecting investors with the characteristics, type and amount deemed to be the issuance and offering of newly issued ordinary shares to the specific investors (Private Placement) and (2) considering the selection of whom to be allocated the new ordinary shares to, which must be a potential investor who can actually invest in the Company who will not take part in the Company's operation or take a position as director or executive of the Company and not be a connected person according to the Notification of the Capital Market Supervisory Board Re: Rules for Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Operating Principles of Listed Companies in Connected Transactions. The Company will make an announcement to the SET prior to the share offering.

The offering price to the specific investors (Private Placement) will be determined by the Board of Directors or the person assigned by the Board of Directors, including the Chairman of the Board of Directors and the Chief Executive Officer, whereby the offering price will be at the market price and the most optimum price in accordance with the market situation during the offering period to the investors, which shall not be

lower than the weighted average price of the shares on the Stock Exchange of the past seven but not more than fifteen consecutive business days, which the offering date shall not be later than three business days before the first date of offering period to investors. Such price is subject to discount of up to 10 percent of the said price, pursuant to the Notification of the Capital Market Supervisory Board re: approval for the listed companies to issue the newly-issued shares to the specific investors.

In the case of Private Placement offering at a price that is lower than 90 percent of the market price, before the SET's order to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit investors from selling all such newly issued ordinary shares within one year from the date on the Company's newly issued ordinary shares start trading on SET. After six months, investors may sell up to 25 percent of the total number of shares that are subject to the restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements, Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares.

Shareholding percentage of investors in the Company following the issuance and offering of newly issued ordinary shares to the specific investors (Private Placement) must not cause the investors to have the obligation to make a mandatory tender offer required under the Notification of the Capital Market Supervisory Board re: Requirements, Conditions and Methods of Takeover including relevant rules and announcements or cause a breach of the foreign shareholding limit as provided under the Company's Articles of Association, which is currently at 49 percent of the total number of issued shares of the Company.

In this regard, the Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders to consider authorizing the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer and/or the person appointed and assigned by the Board of Directors or the Chairman of the Board of Directors or the Chief Executive Officer to have the power to determine and/or amend other details that are necessary and related to the issuance and offering of the newly issued ordinary shares to be allocated to the specific investors (Private Placement) as appropriate and to the extent that they are not inconsistent with related notification, regulation or law, including determining and amending the subscription date and offering date, payment method (whether in cash or in kind), and amount of newly issued ordinary shares allocated as well as the conditions and related details, word or text correction in the minutes of the shareholders' meeting, memorandum of association and/or various applications and/or take any action in order to comply with the order of the registrar in filing the registration of increase of registered capital of the Company to the Department of Business Development,

Ministry of Commerce, signing the application and supporting documents related to the allocation of newly issued ordinary share to the specific investors, including contacting and submitting an application and supporting documents to government agencies or agencies involved in the allocation of newly issued ordinary shares as well as listing the newly issued ordinary shares as listed securities on the SET, and taking any action as necessary and relevant for the successful allocation of newly issued ordinary shares to the specific investors, including appointing and assigning other appropriate persons to perform the above actions. Such action must be in accordance with the relevant laws and regulations regarding the issuance and offering of the newly issued ordinary shares.

2. Objective of the issuance of newly issued ordinary shares and planned use of proceeds

The Company intended to issue new ordinary shares in order to provide the Company with additional funding sources for the acquisition of shares in LEONI Kabel GmbH, a limited liability company registered under the laws of Germany and LEONIsche Holding Inc., a Delaware corporation registered under the laws of Delaware (collectively, the “Target Companies”), in the proportion of 100 percent of all ordinary shares of the Target Companies with the value of the purchase price not higher than EUR 560 million (or approximately not higher than THB 20,572.89¹) whereby the amount will depend on the offering price of the newly issued ordinary shares to the Private Placement investors during the offering period. The Company anticipates that the targeted transaction will be completed by November 30, 2022.

3. The potential impacts on the existing shareholders

3.1 The effect on the dilution of shares (Control Dilution)

The effect on the dilution of shares (Control Dilution) after the issuance and offering of newly issued ordinary shares will depend on the number of newly issued shares to be offered to the specific investors in the private placement. In the event that the Company offers all of the newly issued ordinary shares to the specific investors, it will affect the reduction of shareholding (Control Dilution) as follows:

$$= \frac{\text{Number of new ordinary shares offered to the specific investors}}{\text{Number of Paid-Up Shares} + \text{Number of new ordinary shares offered to the specific investors}}$$

$$= \frac{1,500,000,000}{11,906,404,956 + 1,500,000,000}$$

¹ At the exchange rate publicized by the Bank of Thailand as of August 11, 2022 at THB 36.7373 per EUR

$$= 11.19\%$$

3.2 Price Dilution

$$= \frac{\text{Market price before the offering} - \text{Market price after the offering}}{\text{Market price before the offering}}$$

The issuance of shares to the specific investors (Private Placement) has not yet determined the offering price. Therefore, the Price Dilution could not yet be calculated.

3.3 Earnings per share dilution: EPS

$$\begin{aligned} \text{EPS Dilution} &= \frac{\text{EPS before the offering} - \text{EPS after the offering}}{\text{EPS before the offering}} \\ &= \frac{0.25877 - 0.22982}{0.25877} \end{aligned}$$

$$= 11.19\%$$

$$\begin{aligned} \text{EPS before the offering} &= \frac{\text{Net profit (LTM)}}{\text{Number of paid-up shares before capital increase}} \\ &= \frac{3,081,017,919}{11,906,404,956} \\ &= 0.25877 \text{ THB per share} \end{aligned}$$

$$\begin{aligned} \text{EPS after the offering} &= \frac{\text{Net profit (LTM)}}{\text{Number of paid-up shares after capital increase}} \\ &= \frac{3,081,017,919}{13,406,404,956} \\ &= 0.22982 \text{ THB per share} \end{aligned}$$

Note: Earnings per share before the offering and after the offering calculated by using net profit of the Company for the last 12 months to June 30, 2022 based on the Company's consolidated financial statements which have been audited and reviewed by a certified public accountant.

3.4 The value to the shareholders compared to the impact on their share of profits or their voting rights

Entering into such business does not affect the characteristics and policies of the Company's core business. It is, in fact, an extension and expansion into businesses related to EV and charging solutions. The Company expects that the Proposed Transaction will benefit the Company and the shareholders as follows:

- (1) Highly complementary product portfolio of the Target provides business opportunities to expand into related automotive and EV wire and cable businesses which are highly demanded globally, and to become a leading wire and cable manufacturer in the region and globally.
- (2) Market knowledge, customer relationships and R&D capabilities sharing of the Target enhances the Company's product performance, market penetration and customer reach.
- (3) Financial benefits from the Target Companies to improve the Company's financial status, which have strong historical performance, including improvement in performance and an increase in earnings per share (EPS accretive) which will be driven by EV market growth trends.

4. Opinion of the Board of Directors on the matters

4.1 Reasons and Necessities of issuance and allocation of the newly issued ordinary shares

The Board of Directors is of the opinion that the Company is in need of the increase of the registered capital and issuance of newly issued ordinary shares to the specific investors (Private Placement) as the Company intended to use the funds received from the offering for the purpose mentioned in item 2 above.

4.2 Feasibility of the plan for use of proceeds from the offering of newly issued ordinary shares

The Company plan to issue and offer the newly issued ordinary shares to the specific investors (Private Placement) as the Company intended to use the funds received from the offering for the purpose mentioned in item 2 above.

4.3 Reasonableness of the capital increase, plan for use of proceeds and sufficiency of funding

The Board of Directors is of the opinion that the issuing and offering of the newly issued ordinary shares to the specific investors (Private Placement) is appropriate, reasonable and in the best interests of the Company and shareholders as the Company intended to use the funds received from the offering for the purpose mentioned in item 2 above.

4.4 Impact on the business operation, financial position and operating results due to the capital increase and planned implementation of the plan for use of proceeds

The Board of Directors is of the opinion that the issuing and offering of the newly issued ordinary shares to the specific investors (Private Placement) is the implementation of the Company's funding plan which will enable the Company to use the proceeds from the capital increase for the purpose mentioned in item 2 above. The implementation of the above will benefit the Company in generating continuous cash flow and profit in the future and does not have a negative impact on the Company's business operations as well as the financial position and operating results of the Company.

4.5 Appropriateness of share price to subscribe for newly issued ordinary shares of the Company

The price for the offering of shares to the specific investors (Private Placement) will be in accordance with the price set by the Board of Directors or the person assigned by the Board of Directors, including the chairman and the CEO, whereby the offering price of the shares will be at the market price and the best price according to the market conditions during the offering period, which is not lower than the weighted average price of the shares on the Stock Exchange of the past seven but not more than fifteen consecutive business days, which the offering date shall not be later than three business days before the first date of offering period to investors. Such price is subject to discount of up to 10 percent of the said price, in accordance with the Notification of the Market Supervisory Board Re: Permission of listed companies to offer for sale newly issued shares in private placement.

4.6 Reasons and necessities of allocation of shares to the Private Placement investors for newly issued ordinary shares of the Company

The Company is able to raise funds in a short period of time and alleviate some investment burdens of existing shareholders in this capital increase. A public offering of securities involves lengthy process of preparation and approvals from relevant authorities for uncertain period of time beyond control of the Company. Therefore, the Board of Directors considers it is an appropriate approach to raise funds through the issuance and offering of the newly issued ordinary shares to the Private Placement investors who have financial potentials and firm financial positions and who are prepared in paying price to increase the capital. The approach is appropriate and corresponds with the Company's objectives in fundraising. The Company will receive funds in an immediate term and can mitigate possible risks associated with fundraising amidst current economic volatility. This capital

increase will enable the Company to invest in the Target Companies, resulting in efficient operation of the Company for future growth.

5. Certification of the Board of Directors on the Capital Increase

In the event where any director of the Company fails to perform his/her functions as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, and such failure by action or inaction in the performance of his/her functions has caused damage to the Company, the Company may claim damages from such director. If the Company does not claim such damages, the shareholders, holding among them in aggregate not less than 5 percent of all issued and sold shares, may give notice to the Company to proceed with such claim, failing which, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended).

In addition, should such failure by action or inaction in the performance of his/her functions as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in this capital increase, have caused any director, executive or related persons to derive any undue benefits, the Company may take legal actions against such director be held liable to return such benefits to the Company, or the shareholders, holding among them in aggregate not less than 5 percent of all votes in the Company, may give notice to the Company to do so, failing which within 1 month from the date of receipt of such notice, the shareholders may take legal actions to recover those benefits from such directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

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

Sincerely yours,

-Mr. Chanin Yensudchai-

(Mr. Chanin Yensudchai)

Chairman