

Information Memorandum Concerning the Termination of Subsidiary Status

The Board of Directors' Meeting of **PP Prime Public Company Limited** (“**the Company**” or “**PPPM**”) No. 2/2026, held on March 18, 2026, resolved to approve 11 subsidiaries in Japan to proceed with dissolution through bankruptcy and liquidation processes. This decision stems from the fact that these subsidiaries have encountered obstacles in conducting commercial business in Japan according to their established objectives, resulting in continuous operating losses for an extended period. Furthermore, the subsidiaries were required to dispose of all core operating assets and have ceased operations since 2022.

Due to the cessation of operations, these subsidiaries have no income to offset recurring fixed costs required to maintain their corporate status—such as office rent, utilities, accounting and auditing fees, representative directors' fees, administrative staff wages, foreign statutory taxes, legal advisory fees, and government liaison expenses. Consequently, PPPM has had to bear these ongoing expenses on behalf of the subsidiaries, amounting to approximately **8–10 million Baht per year**. Additionally, the Company's consolidated financial statements have been significantly impacted by high foreign exchange losses resulting from the Japanese currency volatility.

The Board of Directors, therefore, passed a unanimous resolution to permanently close the aforementioned subsidiaries. Given that these subsidiaries have intercompany debt obligations within the Group which they are unable to settle, it is necessary to enter legal bankruptcy and liquidation proceedings. This ensures the entities are cleared from potential income assessments arising from debt forgiveness by creditors. The cessation of these subsidiaries via bankruptcy will not affect the Company's core business operations. In this regard, the Company has appointed foreign legal counsel to ensure all steps comply with relevant laws.

Currently, the Company's main revenue is derived from the production and distribution of animal feed (both livestock and pet food), which continues to undergo constant improvement and development. Simultaneously, the Board of Directors has established a policy to terminate all power plant business investments in the Japanese subsidiaries.

This transaction is categorized as a disposal of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (as amended) (collectively referred to as the “**Acquisition or Disposal Notifications**”).

Since the Net Tangible Assets (NTA) of all these subsidiaries are negative and they are currently experiencing losses, the transaction size cannot be calculated. Furthermore, as the Company has had no other asset disposal transactions within the past 6 months, it is not required to comply with or disclose information to the Stock Exchange of Thailand under the Acquisition or Disposal Notifications. Following the completion of these transactions (expected within 2026), all 11 companies will cease to be subsidiaries of the Company.

Key Information of the Transaction

1. Details of the Subsidiaries

No.	Company name	Held by	Shareholding percentage (%)	Paid-up capital (Baht)	*Business type	Financial Information		
						Year 2025 (Unit: Baht)		
						Income	Profit (or loss)	Total assets
1	PPSN Co.,Ltd.	Geothermal Power B Co., Ltd.	100	3,879,288	Geothermal power plants , 3 plants Generating capacity: 375 kilowatts	48,486,733	(223,439,304)	1,577,966
2	Sumo Power Co., LTD.	Tluxe Holdings Limited	100	335,778	Geothermal power plant, 1 plant Generating capacity: 125 kilowatts	910,812	(60,782,233)	3,473
3	P Green Energy Co., LTD.	Tluxe Holdings Limited	100	295,883	Providing consulting, planning, and management services related to businesses.	656,153	(57,913,563)	121,843
4	Otomeyama Co.,Ltd.	Sumo Power Co., Ltd.	100	171,557	Geothermal power plant There are no power plants yet.	23	(488,959)	1,718
5	S-POWER Co.,Ltd.	Sumo Power Co., Ltd.	100	171,531	Geothermal power plant There are no power plants yet.	99	(483,493)	1,607
6	SNS POWER Co.,Ltd.	Geothermal Power B Co., Ltd.	100	169,265	Geothermal power plant, 1 plant Generating capacity: 125 kilowatts	121,111	(12,120,055)	4,903
7	Lena Power Station NO.1 Limited Liability Company.	Geothermal Power A Co., Ltd.	100	1,514,000	Geothermal power plants , 2 plants Generating capacity: 250 kilowatts	234,440	(29,553,378)	157,479
8	Fino Binary Power Plant Limited Liability Company.	Geothermal Power A Co., Ltd.	100	3,056	Geothermal power plants , 2 plants Generating capacity: 250 kilowatts	187,311	(16,791,209)	45,403
9	Nis Binary Power Plant Limited Liability Company.	Geothermal Power A Co., Ltd.	100	3,073	Geothermal power plants , 2 plants Generating capacity: 250 kilowatts	319,486	(11,716,849)	26,246
10	Beppu Tsurumi Onsen Geothermal Power Station No.1 Limited Liability Company.	Tluxe Holdings Limited	100	3,073	Geothermal power plants , 2 plants Generating capacity: 250 kilowatts	222,882	(10,378,325)	139,850
11	Dual Energy Binary-Power Plant No.1 Limited Liability Company.	Geothermal Power B Co., Ltd.	100	30,732	Geothermal power plants , 2 plants Generating capacity: 250 kilowatts	269,747	(21,460,243)	2,149

- The subsidiaries disposed of all core operating assets (15 geothermal power plants) and have ceased operations since 2022.
- PPPM holds a 100% stake in these subsidiaries through investment holding entities established for overseas investment, in accordance with the business structure (e.g., Geothermal Power A Co., Ltd., Tluxe Holdings Limited, and Geothermal Power B Co., Ltd.).
- The total assets of all 11 subsidiaries combined amount to **2,082,637 Baht**, representing **0.26%** of PPPM's total consolidated assets.

2. Impact on the Company

The bankruptcy of all 11 subsidiaries will have no material impact on the Company's consolidated financial statements, as the Company has already recognized a full allowance for expected credit losses on loans provided to these entities. The details are as follows:

Loans to 4 subsidiaries, totaling: 545,556,436.24 Baht		
Allowance for Impairment Charges		
Year 2019	196,780,017.09	Baht
Year 2020	224,916,005.09	Baht
Year 2021	13,003,849.50	Baht
Year 2022	<u>110,856,564.56</u>	Baht
Total	<u>545,556,436.24</u>	Baht

Benefits to the Company from the Subsidiaries' Dissolution

1. **Cost Savings:** Realization of annual cost savings averaging approximately **8–10 million Baht**.
2. **Elimination of Foreign Exchange Risk:** No further exposure to foreign exchange rate fluctuations.
3. **Enhanced Financial Liquidity:** Improvement of the Company's overall financial liquidity.

3. Summary of Financial Position of the Subsidiaries Entering Bankruptcy and Liquidation Process. For the Year Ended December 31, 2025

1) PPSN Co., Ltd.

General Information

Type of Business	:	Geothermal Power Plant
Head Office Address	:	3F, 1-14-14, Tomigaya, Shibuya-ku Tokyo 151-0063 Japan
Date of Incorporation	:	July 3, 2015
Issued and Paid-up (Shares)	:	120,000
Par Value (Yen/Shares)	:	100

(Unit:THB)

Statement of Financial	Year ending 31 December		
	2025	2024	2023
Total Assets	1,577,966	181,141,440	244,212,234
Total Liabilities	796,837,183	809,410,449	891,694,023
Shareholder Equity	(795,259,217)	(628,269,009)	(647,481,789)
Issued and Fully Paid Capital (120,000 shares @100 yen)	3,879,288	3,879,288	3,879,288
Profit or Loss			
Total Revenue	48,486,733	50,874,699	9,960,247
Total Expenses	271,926,037	106,423,257	106,864,811
Net Profit (Loss)	(223,439,304)	(55,548,558)	(96,904,546)
Earnings (Loss) per Share (THB per share)	(1,862)	(463)	(808)
Book Value per Share	(6,627)	(5,236)	(5,396)

2) Sumo Power Co., LTD.

General Information

Type of Business	:	Geothermal Power Plant
Head Office Address	:	3F, 1-14-14, Tomigaya, Shibuya-ku Tokyo 151-0063 Japan
Date of Incorporation	:	November 30, 2015
Issued and Paid-up (Shares)	:	100
Par Value (Yen/Shares)	:	10,000

(Unit:THB)

Statement of Financial	Year ending 31 December		
	2025	2024	2023
Total Assets	3,473	38,967,778	42,865,177
Total Liabilities	226,008,275	220,211,254	221,994,423
Shareholder Equity	(226,004,802)	(181,243,476)	(179,129,246)
Issued and Fully Paid Capital (100 shares @ 10,000 yen)	335,778	335,778	335,778
Profit or Loss			
Total Revenue	910,812	1,374,990	1,070,871
Total Expenses	61,693,045	25,142,809	20,104,072
Net Profit (Loss)	(60,782,232)	(23,767,819)	(19,033,201)
Earnings (Loss) per Share (THB per share)	(607,822)	(237,679)	(190,332)
Book Value per Share	(2,260,048)	(1,812,435)	(1,791,292)

3) P Green Energy Co., LTD.

General Information

Type of Business	:	Business Consulting and Management Services
Head Office Address	:	3F, 1-14-14, Tomigaya, Shibuya-ku Tokyo 151-0063 Japan
Date of Incorporation	:	January 27, 2017
Issued and Paid-up (Shares)	:	100 Shares
Par Value (Yen/Shares)	:	10,000

(Unit:THB)

Statement of Financial	Year ending 31 December		
	2025	2024	2023
Total Assets	121,843	48,301,296	53,779,927
Total Liabilities	81,507,921	78,305,418	76,910,595
Shareholder Equity	(81,386,078)	(30,004,122)	(23,130,668)
Issued and Fully Paid Capital (100 shares @ 10,000 yen)	295,883	295,883	295,883
Profit or Loss			
Total Revenue	656,153	698,746	1,391,908
Total Expenses	58,569,716	10,906,934	9,479,012
Net Profit (Loss)	(57,913,563)	(10,208,188)	(8,087,104)
Earnings (Loss) per Share (THB per share)	(579,136)	(102,082)	(80,871)
Book Value per Share	(813,861)	(300,041)	(231,307)

4) Otomeyama Energy Co., LTD.

General Information

Type of Business	:	Geothermal Power Plant
Head Office Address	:	3F, 1-14-14, Tomigaya, Shibuya-ku Tokyo 151-0063 Japan
Date of Incorporation	:	September 23, 2016
Issued and Paid-up (Shares)	:	50
Par Value (Yen/Shares)	:	10,000

(Unit:THB)

Statement of Financial	Year ending 31 December		
	2025	2024	2023
Total Assets	1,718	11,034	11,109
Total Liabilities	18,339,745	19,082,036	20,731,731
Shareholder Equity	(18,338,027)	(19,071,002)	(20,720,622)
Issued and Fully Paid Capital (50 shares @ 10,000 yen)	171,557	171,557	171,557
Profit or Loss			
Total Revenue	23	24	26
Total Expenses	488,982	694,315	702,187
Net Profit (Loss)	(488,959)	(694,291)	(702,161)
Earnings (Loss) per Share (THB per share)	(9,779)	(13,886)	(14,043)
Book Value per Share	(366,761)	(381,420)	(414,412)

5) S-Power Co., LTD.General Information

Type of Business	:	Geothermal Power Plant
Head Office Address	:	3F, 1-14-14, Tomigaya, Shibuya-ku Tokyo 151-0063 Japan
Date of Incorporation	:	September 23, 2016
Issued and Paid-up (Shares)	:	50
Par Value (Yen/Shares)	:	10,000

(Unit:THB)

Statement of Financial	Year ending 31 December		
	2025	2024	2023
Total Assets	1,607	11,574	11,705
Total Liabilities	18,113,637	18,846,999	20,474,185
Shareholder Equity	(18,112,030)	(18,835,425)	(20,462,480)
Issued and Fully Paid Capital (50 shares @ 10,000 yen)	171,531	171,531	171,531
Profit or Loss			
Total Revenue	99	35	37
Total Expenses	483,592	687,855	695,651
Net Profit (Loss)	(483,493)	(687,820)	(695,614)
Earnings (Loss) per Share (THB per share)	(9,670)	(13,756)	(13,912)
Book Value per Share	(362,241)	(376,708)	(409,250)

6) SNS Power Co., LTD.General Information

Type of Business	:	Geothermal Power Plant
Head Office Address	:	3F, 1-14-14, Tomigaya, Shibuya-ku Tokyo 151-0063 Japan
Date of Incorporation	:	October 5, 2016
Issued and Paid-up (Shares)	:	50
Par Value (Yen/Shares)	:	10,000

(Unit:THB)

Statement of Financial	Year ending 31 December		
	2025	2024	2023
Total Assets	4,903	10,248,825	11,629,108
Total Liabilities	75,285,619	78,626,843	86,595,776
Shareholder Equity	(75,280,716)	(68,378,018)	(74,966,668)
Issued and Fully Paid Capital (50 shares @ 10,000 yen)	169,265	169,265	169,265
Profit or Loss			
Total Revenue	121,111	129,840	138,359
Total Expenses	12,241,166	1,970,274	2,043,147
Net Profit (Loss)	(12,120,055)	(1,840,434)	(1,904,788)
Earnings (Loss) per Share (THB per share)	(242,401)	(36,809)	(38,096)
Book Value per Share	(1,505,614)	(1,367,560)	(1,499,333)

7) Lena Power Station NO.1 Limited Liability Company.

General Information

Type of Business	:	Geothermal Power Plant
Head Office Address	:	3F, 1-14-14, Tomigaya, Shibuya-ku Tokyo 151-0063 Japan
Date of Incorporation	:	December 22, 2014
Issued and Paid-up (Yen)	:	5,000,000

(Unit:THB)

Statement of Financial	Year ending 31 December		
	2025	2024	2023
Total Assets	157,479	28,876,918	33,805,532
Total Liabilities	11,127,377	11,606,296	13,942,073
Shareholder Equity	(10,969,898)	17,270,622	19,863,459
Issued and Fully Paid Capital (50,000,000 yen/ share)	1,514,000	1,514,000	1,514,000
Profit or Loss			
Total Revenue	234,440	185,573	96,319
Total Expenses	29,787,818	614,815	5,769,981
Net Profit (Loss)	(29,553,378)	(429,242)	(5,673,662)
Earnings (Loss) per Share (THB per share)	(29,553,378)	(429,242)	(5,673,662)
Book Value per Share	(10,969,898)	17,270,622	19,863,459

8) Fino Binary Power Plant Limited Liability Company.

General Information

Type of Business	:	Geothermal Power Plant
Head Office Address	:	3F, 1-14-14, Tomigaya, Shibuya-ku Tokyo 151-0063 Japan
Date of Incorporation	:	February 2, 2015
Issued and Paid-up (Yen)	:	10,000

(Unit:THB)

Statement of Financial	Year ending 31 December		
	2025	2024	2023
Total Assets	45,403	16,241,252	18,057,668
Total Liabilities	11,128,401	11,599,582	12,507,300
Shareholder Equity	(11,082,998)	4,641,670	5,550,368
Issued and Fully Paid Capital (10,000 yen/ share)	3,056	3,056	3,056
Profit or Loss			
Total Revenue	187,311	199,130	211,272
Total Expenses	16,978,520	518,443	516,503
Net Profit (Loss)	(16,791,209)	(319,313)	(305,231)
Earnings (Loss) per Share (THB per share)	(16,791,209)	(319,313)	(305,231)
Book Value per Share	(11,082,998)	4,641,670	5,550,368

9) NIS Binary Power Plant Limited Liability Company.General Information

Type of Business	:	Geothermal Power Plant
Head Office Address	:	3F, 1-14-14, Tomigaya, Shibuya-ku Tokyo 151-0063 Japan
Date of Incorporation	:	February 13, 2015
Issued and Paid-up (Yen)	:	10,000

(Unit:THB)

Statement of Financial	Year ending 31 December		
	2025	2024	2023
Total Assets	26,246	11,564,322	12,710,040
Total Liabilities	8,579,668	9,199,312	9,901,929
Shareholder Equity	(8,553,422)	2,365,010	2,808,111
Issued and Fully Paid Capital (10,000 yen/ share)	3,073	3,073	3,073
Profit or Loss			
Total Revenue	319,486	243,659	250,456
Total Expenses	12,036,335	387,200	1,932,378
Net Profit (Loss)	(11,716,849)	(143,541)	(1,681,922)
Earnings (Loss) per Share (THB per share)	(11,716,849)	(143,541)	(1,681,922)
Book Value per Share	(8,553,422)	2,365,010	2,808,111

10)Beppu Tsurumi Onsen Geothermal Power Station No.1 Limited Liability Company.General Information

Type of Business	:	Geothermal Power Plant
Head Office Address	:	3F, 1-14-14, Tomigaya, Shibuya-ku Tokyo 151-0063 Japan
Date of Incorporation	:	February 3, 2015
Issued and Paid-up (Yen)	:	10,000

(Unit:THB)

Statement of Financial	Year ending 31 December		
	2025	2024	2023
Total Assets	139,850	10,214,110	11,220,881
Total Liabilities	9,954,382	10,505,480	11,445,156
Shareholder Equity	(9,814,532)	(291,370)	(224,275)
Issued and Fully Paid Capital (10,000 yen/ share)	3,073	3,073	3,073
Profit or Loss			
Total Revenue	222,882	236,878	238,984
Total Expenses	10,601,207	336,344	1,733,265
Net Profit (Loss)	(10,378,325)	(99,466)	(1,494,281)
Earnings (Loss) per Share (THB per share)	(10,378,325)	(99,466)	(1,494,281)
Book Value per Share	(9,814,532)	(291,370)	(224,275)

11)Dual Energy Binary-Power Plant No.1 Limited Liability Company.General Information

Type of Business	:	Geothermal Power Plant
Head Office Address	:	3F, 1-14-14, Tomigaya, Shibuya-ku Tokyo 151-0063 Japan
Date of Incorporation	:	April 3, 2015
Issued and Paid-up (Yen)	:	100,000

(Unit:THB)

Statement of Financial	Year ending 31 December		
	2025	2024	2023
Total Assets	2,149	20,746,131	23,032,098
Total Liabilities	11,612,240	12,090,212	13,037,205
Shareholder Equity	(11,610,091)	8,655,919	9,994,893
Issued and Fully Paid Capital (100,000 yen/ share)	30,732	30,732	30,732
Profit or Loss			
Total Revenue	269,747	286,933	304,398
Total Expenses	21,729,990	540,057	494,657
Net Profit (Loss)	(21,460,243)	(253,124)	(190,259)
Earnings (Loss) per Share (THB per share)	(21,460,243)	(253,124)	(190,259)
Book Value per Share	(11,610,091)	8,655,919	9,994,893