



07th August 2026

Mrs. Nilupa Perera
Chief Regulatory Officer
The Colombo Stock Exchange
4th Floor, World Trade Centre
Echelon Square
Colombo-01,

Dear Madam,

**ANNOUNCEMENT TO THE EXCHANGE
NON-COMPLIANCE WITH BOARD AND BOARD COMMITTEE COMPOSITIONS**

Consequent to the redesignation of Mr. T. Dharmarajah from that of an “Independent Director” to “Non-Executive Director” on 7th August 2026, we wish to disclose the following non-compliances.

Number of Directors comprising the Board of Directors of the Company is Seven (07).

Details of non-compliances	Minimum number of Directors as per Listing Rule	Current Status
Composition of Independent Directors on the Board (<i>Rule 9.8.2 (a)</i>)	The Board of Directors of Listed Entities shall include at least two (2) Independent Directors or such number equivalent to one third (1/3) of the total number of Directors of the Listed Entity at any given time, whichever is higher.	While the minimum requirement is 2, the Company will have only 1 Independent Director on the Board, which is proposed to be rectified at the next AGM to be held on or before 30 th September 2026.
Composition of the Remuneration Committee – (<i>Rule 9.12.6.1 (a)</i>)	Comprise of a minimum of three (03) Directors of the Listed Entity, out of which a minimum of two (02) members shall be Independent Directors of the Listed Entity.	01 Independent Director and Two Non-Executive Non-Independent Directors (proposed to be rectified at the next AGM to be held on or before 30 th September 2026.)
Chairperson of the Remuneration Committee is an Independent Director - (<i>Rule 9.12.6.2</i>)	An Independent Director shall be appointed as the Chairperson of the Remuneration Committee by the Board of Directors	Mr. T. Dharmarajah ceases to qualify with effect from 07 th August 2026. This is proposed to be rectified at the next AGM to be held on or before 30 th September 2026.
Composition of the Nominations and Governance Committee – (<i>Rule 9.11.4.1 (a)</i>)	Comprise of a minimum of three (03) Directors of the Listed Entity, out of which a minimum of two (02) members shall be Independent Directors of the Listed Entity.	01 Independent Director and Two Non-Executive Non-Independent Directors (proposed to be rectified at the next AGM to be held on or before 30 th September 2026.)
Composition of the Audit Committee (<i>Rule 9.13.3.1 (a)</i>)	Comprise of a minimum of three (03) directors of the Listed Entity, out of which a minimum of two (02) or a majority of the members, whichever higher, shall be Independent Directors.	01 Independent Director and Two Non-Executive Non-Independent Directors (proposed to be rectified at the next AGM to be held on or before 30 th September 2026.)

Chairperson of the Audit Committee is an Independent Director (Rule 9.13.3.4)	An Independent Director shall be appointed as the Chairperson of the Audit Committee by the Board of Directors.	Mr. T. Dharmarajah ceases to qualify with effect from 07 th August 2026. This is proposed to be rectified at the next AGM to be held on or before 30 th September 2026.
Composition of the Related Party Transactions Review Committee (Rule 9.14.2)	The Related Party Transactions Review Committee shall comprise of a minimum of three (3) Directors of the Listed Entity, out of which two (02) members shall be Independent Directors of the Listed Entity. It may also include executive directors, at the option of the Listed Entity.	01 Independent Director and Two Non-Executive Non-Independent Directors (proposed to be rectified at the next AGM to be held on or before 30 th September 2026.)
Chairperson of the Related Party Transactions Review Committee is an Independent Director (Rule 9.14.2 (1))	An Independent Director shall be appointed as the Chairperson of the Committee.	Mr. T. Dharmarajah ceases to qualify with effect from 07 th August 2026. This is proposed to be rectified at the next AGM to be held on or before 30 th September 2026.

Declaration

Palm Garden Hotels PLC hereby declares that with effect from 7th August 2026, the Company is not compliant with the Corporate Governance requirements set out in sections 9.8.2 (a), 9.12.6.1 (a), 9.12.6.2, 9.11.4.1 (a), 9.13.3.1 (a), 9.13.3.4, 9.14.2 and 9.14.2(1) of the Listing Rules of the Colombo Stock Exchange until the next Annual General Meeting.

Yours faithfully,

PALM GARDEN HOTELS PLC



J O L C CORPORATE SERVICES (PRIVATE) LIMITED

SECRETARIES

JV:dp