

AGARAPATANA PLANTATIONS PLC
(PQ 00287376)

C/o. Corporate Managers & Secretaries (Pvt) Ltd.
8-5/2, Leyden Bastian Road,
York Arcade Building,
Colombo 1.

9th September 2026

Circular to Shareholders

Dear Shareholders,

UTILIZATION OF FUNDS RAISED UNDER THE INITIAL PUBLIC OFFERING

The shares of Agarapatana Plantations PLC (the “Company”) were listed on the Colombo Stock Exchange on 04th September 2023 pursuant to an initial public offering whereby eighty-three million seventy thousand one hundred and eleven (83,070,111) shares were issued to the public through an offer for subscription (the “IPO”), with the total amount raised under the IPO being Sri Lankan Rupees Seven Hundred and Forty Seven Million Six Hundred and Thirty Thousand Nine Hundred and Ninety Nine (LKR 747,630,999).

According to Section 1.2 of the Prospectus issued by the Company to prospective investors under the IPO, the proceeds of the IPO were to be utilised for the following objectives:

#	Description	Financing Requirement (LKR)	Indicative Timelines
1	Purchase of modern equipment to develop the Company’s factories to “State of the Art – Processing Centres”. – Objective 1	672,630,999	FY 2023/24 – FY 2024/25
2	Settlement of high-cost term loans – Objective 2	75,000,000	FY 2023/24

The Company has completed its utilization of funds allocated for Objective 2 for the intended purposes.

Out of the monies allocated for Objective 1, Sri Lankan Rupees Twenty Nine Million Four Hundred and Thirty Nine Thousand Seven Hundred and Fifty Only (LKR 29,439,750) has been utilized within the timeline stipulated in the Prospectus, which lapsed on 31st March, 2025 and the balance amount remaining to be utilised for Objective 1 is Sri Lankan Rupees Six Hundred and Forty Three Million One Hundred and Ninety One Thousand Two Hundred and Forty Nine (LKR 643,191,249/-).

The utilization of this balance has been deferred pending evaluation of the manner in which such funds may be optimally deployed, taking into account the following developments relevant to the business of the Company:

- (i) the unanticipated high rate of migration experienced by the industry, the Company is compelled to change its strategy to combat worker shortages and overcome the decline in crop and quality of harvest and processing;
- (ii) the need to shift from labour intensive manual work to mechanized operation with available new technology, which necessitates the increase of the sums allocated for factory automation and conveyerization with new machineries;
- (iii) the need for additional vital machines such as driers and heaters;
- (iv) the need to increase the funds allocated for colour sorters in order to procure additional units, taking into account the current trading conditions and the market demand for orthodox leafy teas;
- (v) the benefit of implementing renewable energy projects in the future on account of the higher guaranteed return on those projects.

Following such evaluation, the Board of Directors have resolved to revise the plan for the utilization of the said balance sum of Sri Lankan Rupees Six Hundred and Forty Three Million One Hundred and Ninety One Thousand Two Hundred and Forty Nine (LKR 643,191,249/-). in the manner set out below, with (i) the purchase of certain items originally allocated under the IPO such as the de-stoners, energy savings fan units, variable speed drive units being deferred, the purchase of which in the future are to be funded through internally generated funds, (ii) changes to funds allocated for other items, namely, driers and heaters, rollers/automation/conveyerization, colour sorters, generators and batch weighers, and (iii) allocation of amounts for the implementation of renewable energy projects:

CAPEX Item	Amount allocated as per the prospectus (LKR)	Amount utilized up to now (LKR)	Unutilised Amount As per Prospectus (LKR)	Revised Allocation (LKR)	Difference (LKR)
Driers and Heaters	399,630,999	-	399,630,999	297,718,000	(101,912,999)
Rollers/Automation/Conveyerization	66,000,000	-	66,000,000	145,000,000	79,000,000
Colour Sorters	27,000,000	-	27,000,000	65,000,000	38,000,000
Generator	56,000,000	29,439,750	26,560,250	20,000,000	(6,560,250)
Batch Weighers	36,000,000	-	36,000,000	34,000,000	(2,000,000)
De-stoners	32,000,000	-	32,000,000	-	(32,000,000)
Energy Savings Fan Units	16,000,000	-	16,000,000	-	(16,000,000)
Variable Speed Drive Units	40,000,000	-	40,000,000	-	(40,000,000)
Renewable Energy	-	-	-	88,000,000	88,000,000
Total	672,630,999	29,439,750	643,191,249	649,718,000	6,526,751

The Board of Directors have also resolved that the shortfall after the reallocation of funds amounting to Sri Lankan Rupees Six Million Five Hundred and Twenty Six Thousand Seven Hundred and Fifty One (LKR 6,526,751) will be funded through internally generated funds of the Company.

The Board has further determined that an extension of time until 30th September 2028 will be required to successfully implement the plan under this objective as most of these machines have to be imported from overseas. Accordingly, selecting the suppliers, importing them to the country & installing them in the factories would take time. Further, these machines would have to be installed in the factories without disrupting the ongoing operations of the Company.

The approval of the shareholders of the Company by special resolution for the change to the utilization of the proceeds of the IPO as set out above and the extension of the timeline for utilization, will be sought at an Extraordinary General Meeting of the Company.

EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of the members of the Company will be convened on 2nd October, 2026 at 10.00 a.m. and will be conducted as a virtual meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01 at which the members will be requested to consider and if thought fit to pass the Special Resolution necessary to give effect to the Utilisation of funds raised under the Initial Public Offering and the extension of the timeline for utilisation.

The Notice of Meeting, Form of Proxy and the Registration Form are enclosed herewith. The relevant documents for Online Meeting Participation will be dispatched via e-mail to those shareholders having e-mail addresses and via post to the rest of the Shareholders and the said documents will be uploaded on the website of the Colombo Stock Exchange.

<https://www.cse.lk/company-profile?symbol=AGPL.N0000>

Shareholders who wish to participate at the aforesaid meeting through Audio/Video and visual means are kindly requested to complete and return the Registration Form attached to this Circular, to reach the Registered Office of the Company Secretaries, Corporate Managers & Secretaries (Pvt) Ltd, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01 or via e-mail to APLEGM2026@CMSL.LK at least three (3) days prior to the date of the Meeting.

Upon receipt of the duly completed Registration Form the Company Secretaries will email Virtual Meeting Attendance login information to the eligible shareholders or their duly nominated proxies to enable them to join the meeting.

If a Shareholder/Proxy holder intends joining the Virtual EGM via a smart phone, it is necessary for him/her to download the “Zoom Mobile App” onto his/her smart phone.

Similarly if the Shareholder/Proxy holder wishes to join the meeting via a desktop computer, the link could be opened by downloading the “Zoom Desktop App” to the respective desktop computer (compatible web browser: Google Chrome).

Further, if shareholders are unable to participate at the Meeting and wish to raise any queries, such queries could be sent in writing to the Company Secretaries or via e-mail, as mentioned above, not less than three (3) days before the date of the Meeting. This is in order to enable the Company Secretaries to compile the queries and forward same for the attention of the Board of Directors so that same could be addressed at the meeting.

If you are unable to be present at this Extraordinary General Meeting to be held on 2nd October, 2026 you are kindly requested to complete and return the Form of Proxy to reach the Registered Office of the Company Secretaries, Corporate Managers & Secretaries (Pvt) Ltd, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, not less than 48 hours before the time appointed for the Meeting so that your proxy can represent you thereat and exercise your vote in accordance with your directions.

By Order of the Board

AGARAPATANA PLANTATIONS PLC

CORPORATE MANAGERS & SECRETARIES (PRIVATE) LIMITED

Secretaries

AGARAPATANA PLANTATIONS PLC

(Company No. PQ 00287376)

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Agarapatana Plantations PLC will be held on 2nd October, 2026 at 10.00 a.m. and will be conducted as a Virtual Meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, for the purpose of considering and if thought fit, passing the following SPECIAL RESOLUTION:

SPECIAL RESOLUTION

UTILIZATION OF FUNDS RAISED UNDER THE INITIAL PUBLIC OFFERING

Resolved –

“that the utilization by the Company of the remaining balance of the proceeds of the Initial Public Offering of the Company allocated for Objective 1 set out in Section 1.2 of the Prospectus, amounting to Sri Lankan Rupees , Six Hundred and Forty Three Million One Hundred and Ninety One Thousand Two Hundred and Forty Nine (LKR 643,191,249/-), in the manner and for the objectives set out in the “Circular to Shareholders - Utilization of funds raised under the Initial Public Offering” dated 9th September, 2026 and the extension of the timeline for utilization until 30th September 2028, be and is hereby approved.”

By Order of the Board

AGARAPATANA PLANTATIONS PLC

CORPORATE MANAGERS & SECRETARIES (PRIVATE) LIMITED

Secretaries

Colombo

9th September, 2026

Note:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of him.
2. A proxy need not be a member of the Company.
3. A Form of Proxy accompanies this Notice.

AGARAPATANA PLANTATIONS PLC

(Company No. PQ 00287376)

FORM OF PROXY

I/We*
.....of.....
.....being
a member/ members* of Agarapatana Plantations PLC, hereby appoint
..... of
.....whom failing

- | | |
|--------------------------------------|---------------------------|
| 1. Sri Dhaman Rajendram Arudpragasam | of Colombo or failing him |
| 2. Sunil Somindranath Poholiyadde | of Colombo or failing him |
| 3. Denham Rohan Madena | of Colombo or failing him |
| 4. Anushman Rajaratnam | of Colomb or failing him |
| 5. Kowdu Mohideen | of Colombo or failing him |
| 6. Kamal Gardiye Punchihewa | of Colombo or failing him |
| 7. Shrihan Blaise Perera | of Colombo |

as my/our *proxy to represent me/us*, and to vote as indicated hereunder for me/us* and on my/our* behalf at the Extraordinary General Meeting of the Company to be held on 2nd October, 2026 at 10.00 a.m. and at any adjournment thereof and at every poll which may be taken in consequence thereof.

*In favour of the Special Resolution set out in the Notice convening the
Against aforesaid Meeting.

Signed this day of..... Two Thousand and Twenty Six.

.....
Signature(s)

Note: *Please delete the inappropriate words.

1. A Proxy need not be a member of the Company.
2. If no words are struck out or there is in view of the Proxy doubt (by reason of the way in which the instructions contained in the Form of Proxy have been completed) as to the way in which the Proxy should vote, the Proxy will vote as he thinks fit.
3. Instructions as to completion are noted on the reverse hereof.

INSTRUCTIONS AS TO COMPLETION

1. Please write legibly, your name, address and date, and sign in the space provided.
2. The completed Form of Proxy should be received at the Registered Office of the Company's Secretaries, Corporate Managers and Secretaries (Pvt) Ltd at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, not less than 48 hours before the time appointed for the holding of the meeting.
3. In the case of a Company/Corporation, this Form of Proxy shall be executed either under its Common Seal or by its Attorney or by an Officer on behalf of such Company/ Corporation duly authorized in writing.
4. In the case of Proxy signed by an Attorney, the relevant Power of Attorney must be deposited at the Registered Office of the Company's Secretaries for registration.

AGARAPATANA PLANTATIONS PLC

(Company No. PQ 00287376)

REGISTRATION FORM

Participation at the Extraordinary General Meeting (EGM) of Agarapatana Plantations PLC to be held on 2nd October, 2026 at 10.00 a.m. and conducted as a virtual meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder :

NIC No./Passport No./Company Registration No. :

CDS Account No. :

Folio No. indicated in the Address Label :

Residential Address :

Telephone No/s :

Email :

Full Name of 01st Joint Holder :

NIC No/ Passport No. :

Full Name of 02nd Joint holder :

NIC No/ Passport No. :

In the event a Proxy holder is appointed by the Shareholder the following details of him/her will also be required.
DETAILS OF PROXY HOLDER : (only if a proxy is appointed)

Full name of Proxy holder :

NIC No./Passport No. of Proxy holder:

Telephone No/s. : Email :

Signature/s :	:	:
Principal Shareholder	01st Joint holder	02nd Joint holder

Date :

Note : In the case of a Company/Corporation, the Shareholder Registration Form must be signed under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association and in the case of the Registration Form being signed by an Attorney, the Power of Attorney, must be deposited at the Registered Office of the Company's Secretaries, Corporate Managers and Secretaries (Pvt) Limited, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, Sri Lanka or emailed to APLEGM2026@CMSL.LK