BROWN AND COMPANY PLC

Company Reg. No. PQ 25

Registered Office: No.481, T.B. Jayah Mawatha, Colombo 10

CIRCULAR TO SHAREHOLDERS

Dear Shareholder,

ONE HUNDRED AND THIRTY-FOURTH ANNUAL GENERAL MEETING OF BROWN AND COMPANY PLC

The **134th Annual General Meeting** (AGM) of BROWN AND COMPANY PLC will be held as a virtual meeting on **24th September 2026 at 11.00 a.m.** in line with guidelines issued by the Colombo Stock Exchange.

A. METHOD OF HOLDING THE MEETING:

1. The Board of Directors and key officials who are essential for the administration of the formalities of the meeting will be present in person at the venue of the meeting. All shareholders will participate online.
2. Shareholders and proxy holders who wish to participate online should notify the Company of such intention by submitting the duly completed Registration Form provided in **Annexure I**.
3. The Annual Report of BROWN AND COMPANY PLC for 2025/26 is accessible via:

   (1) The Corporate Website – https://www.brownsgroup.com/investor-relations

   and

   (2) The Colombo Stock Exchange - https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol= BRWN.N0000

   (3) The following QR Code (accessible via mobile devices):

   Should members wish to obtain a hard copy of the report, they may send a request to the Company, by filling the Form of Request attached in Annexure II. A printed copy of the Annual Report will be forwarded by the Company within eight (08) market days, subject to the prevailing circumstances at the time, from the date of receipt of the request.

B. SHAREHOLDER PARTICIPATION / REGISTRATION FOR THE AGM:

1. To facilitate this process the shareholders must perfect the Registration Form in **Annexure I** of this Circular to the Shareholders and forward same to corporateservices@lolc.com (with the email subject titled **"REGISTRATION FORM FOR BCL AGM 2026") not less than 48 hours before the date of the meeting so that the meeting** login information could be forwarded to the email addresses so provided
2. The shareholders may appoint a member of the Board of Directors as his/her proxy to represent them at the AGM or any other person or representative (in the case of corporates) to participate (on-line) on his/her/its behalf. A proxy holder need not be a shareholder of the Company.

   A Form of Proxy is enclosed with the Notice of Meeting for this purpose, and the completed Form of Proxy must be delivered or posted to **LOLC Corporate Services (Pvt) Ltd,** Secretaries of Brown and Company PLC, 4th Floor, No.34, Sir Mohamed Macan Markar Mawatha, Colombo 03; or scanned and emailed to **corporateservices@lolc.com** or sent by facsimile on + 94 112865602 (with the email subject titled " **BCLPLC PROXY"**) not later than **48** hours before the time appointed for the holding of the AGM. Duly completed proxies which are submitted by shareholders **up to 11.00 a.m on 22nd September 2026** will be considered valid.

3. Shareholders may send in their questions/comments on the matters listed in the Notice of AGM by email to: **corporateservices@lolc.com** or by facsimile on + 94 112865602 or by post to the LOLC Corporate Services (Pvt) Ltd, Secretaries of Brown and Company PLC ,4th Floor, No.34, Sir Mohamed Macan Markar Mawatha, Colombo 03, **not less than 02 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 they could be addressed at the meeting. At the AGM, the Chairman of the meeting will deal with those questions/ comments which are relevant to the agenda items in the Notice of AGM.

4. Shareholders could vote their preference on the agenda items/resolutions and relevant procedures will be explained at the meeting.

5. The following documents are attached to this Circular to Shareholders: Notice of Annual General Meeting, Form of Proxy, Form of Registration for online participation, Request Form for the printed copy of the Annual Report.

For any further queries in this regard, please contact Mrs. Jean Vaas/ Mrs. Dhanuksha Vethaviyasar attached to the Company Secretariat on:

Telephone Nos.	:	+94 11 5063000
Email Address	:	Jean@LOLC.com or dhanuksha.v@brownsgroup.com

The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

Yours faithfully,

BROWN AND COMPANY PLC

LOLC Corporate Services (Private) Limited
Secretaries

22nd August 2026

ONE HUNDRED AND THIRTY FOURTH ANNUAL GENERAL MEETING OF
BROWN AND COMPANY PLC

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT THE ONE HUNDRED AND THIRTY FOURTH ANNUAL GENERAL MEETING of the Company will be held on **24th September 2026 at 11.00 a.m.** as an on-line audio-visual meeting with arrangements for the on-line meeting platform made at the registered office of the Company at No.100/1, Sri Jayawardenapura Mawatha, Rajagiriya, for the following purposes ::

ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and Statement of Accounts of the Company for the Financial Year ended 31st March 2026 with the Auditors' Report thereon.

2) To re-elect Mrs. K.U.Amarasinghe as a Non- Executive Director who retires by rotation in accordance with Article 24(6) of the Articles of Association of the Company.

3) To re-appoint M/s. Deloitte Partners, Chartered Accountants as the External Auditors of the Company for the ensuing financial year at a remuneration to be fixed by the Directors.

4) To approve in terms of the Companies (Donations) Act (No. 26 of 1951, the making of donations by the Directors as determined by them for the current Financial Year and until the next Annual General Meeting of the Company.

By order of the
BROWN AND COMPANY PLC

LOLC CORPORATE SERVICES (PVT) LTD
Secretaries

22nd August 2026

Rajagiriya (in the greater Colombo)

FORM OF PROXY

BROWN AND COMPANY PLC

Company Reg. No. PQ 25

I/We...

of .... being a member/members of Brown and Company PLC hereby appoint ....

.... whom failing

Ishara Nanayakkara	or failing him
Kapila Jayawardena	or failing him
Kalsha Amarasinghe	or failing her
Danesh Abeyrathne	or failing him
Thamotharampillai Sanakan	or failing him
Kandiah Sundararaj	or failing him
Chithral Wijesinha	

as my/our proxy to represent me/us and vote on my/our behalf at the One Hundred and Thirty Fourth Annual General Meeting of the Company to be held on 24th September 2026 and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting.

ORDINARY BUSINESS

		For	Against
1.	To re-elect Mrs.K.U.Amarasinghe as a Non - Executive Director, who retires by rotation in accordance with Article 24(6) of the Articles of Association of the Company.		
2.	To re-appoint M/s. Deloitte Partners, Chartered Accountants, as the Auditors of the Company for the ensuing financial year at a remuneration to be fixed by the Directors		
3.	To authorise the Directors to make donations.		

Dated this .... day of................2026

....
Signature/s of shareholder/s

NOTE:

1) A proxy need not be a member of the company

INSTRUCTIONS AS TO COMPLETION

1. Please return the completed Form of Proxy after filling in legibly your full name and address, signing on the space provided and filling in the date of signature.

2. The completed Form of Proxy should either be:

   i) addressed to the 'Company Secretaries' and posted or hand delivered to the registered office of the Company at Brown and Company PLC, No.34, Sir Mohamed Macan Markar Mawatha, Colombo 03.

   Or

   ii) Scanned and emailed to the email address: corporateservices@lolc.com with the email subject titled **"BCL AGM PROXY"** not less than 48 hours before the time appointed for the holding of the Meeting.

Annexure I

To : LOLC Corporate Services (Private) Limited
Secretaries for **BROWN AND COMPANY PLC**
4th Floor, No: 34, Sir Mohamed Macan Markar Mawatha,
Colombo 03

REGISTRATION FORM FOR BCL AGM 2026 - REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION

Details of Shareholder		
1.	Full Name/s of Shareholder/s	
2.	Address	
3.	National Identity Card Number/ Company Registration Number	
4.	CDS Account Number	
5.	Contact Number ***(mandatory)***	Land line (residence/work):
		Mobile:
6.	Email Address ***(it is mandatory for the shareholder to provide an email address in order to forward the login information for the on-line meeting link)***	

In the event a Proxy Holder is appointed by the Shareholder		
7.	Name of the Proxy holder	
8.	Proxy holder's NIC/PP No.	
9.	Proxy Holder's Contact No. ***(mandatory)***	Land line (residence/work):
		Mobile:
10.	Proxy Holder's Email ***(it is mandatory for the proxy holder to provide an email address in order to forward the login information for the on-line meeting link)***	

Important – Only registered shareholders and registered proxy holders will be permitted to log in and participate at the AGM on-line. Duly filled Form should be scanned and emailed to : corporateservices@lolc.com or Sent by facsimile to + 94 112865602 not less than **48 hours** before the meeting.

I/My Proxy holder am/is willing to participate at the AGM online: Yes ☐ No ☐

Signature/s & date:

....	....	....
Principal Shareholder	1st Joint Holder	2nd Joint Holder

Annexure II

To : LOLC Corporate Services (Private) Limited
Secretaries for **BROWN AND COMPANY PLC**
4th Floor, No: 34, Sir Mohamed Macan Markar Mawatha,
Colombo 03. Tele:+94 11 5063000

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT 2025/2026

I/We.. being a shareholder/s of the Company wish to receive a printed copy of the Annual Report 2025/2026

My/Our details are as follows;

Full Name of the Shareholder (as stated in the CDS Account)	: ....
Shareholder's NIC/PP/Company Registration No.	: ....
Folio No (As per sticker label)	: ....
Address	: ....
Contact Tel No	: ....

....
Signature date:

Notes:

1. Please complete the Form of Request by filling in legibly the required information in **BLOCK LETTERS** and signing in the space provided and filling in the date of signature.

2. Please forward the completed Form by facsimile on + 94 112865602 or email to corporateservices@lolc.com or by post/delivery to **LOLC Corporate Services (Pvt) Ltd**, Secretaries of Brown and Company PLC, 4th Floor, No.34, Sir Mohamed Macan Markar Mawatha, Colombo 03