AMBEON

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17th July 2026

The Colombo Stock Exchange,
No. 4-1, West Block,
World Trade Centre,
Echelon Square,
Colombo 01.

Attn: Ms. Nilupa Perera
Chief Regulatory Officer

Dear Sirs,

AMBEON CAPITAL PLC – RIGHTS ISSUE 2026

In terms of Rule 5.2 (b) of the Listing Rules of the Colombo Stock Exchange (the "**CSE**"), we wish to inform you that the Board of Directors of Ambeon Capital PLC (the "**Company**") resolved on 16th July 2026 to issue shares by way of a rights issue to the existing shareholders of the Company to raise a total sum of up to Sri Lankan Rupees Three Billion Two Hundred Million (LKR 3,200,000,000) (the "**Rights Issue**").

This announcement is followed by another announcement by the Company dated 17th July 2026 in terms of Rule 5.4 (e) of the Listing Rules, in relation to the decision made by the Board of Directors on 16th July 2026 to issue by way of a private placement, at the option of the Board of Directors, Twenty Five Million (25,000,000) ordinary voting shares of the Company in the event the Rights Issue is fully subscribed and the persons who subscribe for shares under the Rights Issue specifically apply and pay for the such private placement shares.

The details of the Rights Issue are as set forth below.

Number of shares to be issued under the Rights Issue	Up to One Hundred Million (100,000,000) ordinary voting shares of the Company.
The proportion in which the shares are to be issued in the Rights Issue	One (1) new ordinary share for every ten decimal two two three five two eight six three (10.22352863).
Price at which the shares are to be issued in the Rights Issue	Sri Lankan Rupees Thirty Two (LKR 32/-) per share.
Total funds to be raised	A sum of Sri Lankan Rupees Three Billion Two Hundred Million (LKR 3,200,000,000).

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The current Stated Capital of the Company	Sri Lankan Rupees One Billion Nine Hundred and Fifteen Million Three Hundred and Fourteen Thousand Seven Hundred and Twelve (LKR 1,915,314,712/-) constituting of monies received by the Company by the issue of One Billion Twenty Two Million Three Hundred and Fifty Two Thousand Eight Hundred and Sixty Three (1,022,352,863) ordinary voting shares.
The purpose for which the proceeds of the issue will be used	To strengthen capital structure of the Company by reducing the Company's gearing ratio and make new equity investments in high growth future focused ventures in sectors such as technology, real estate and fast moving consumer goods (FMCG).

The Board of Directors has resolved that, in its opinion, the said price per share of Sri Lankan Rupees Thirty Two (LKR 32/-) is fair and reasonable to the Company and the existing shareholders of the Company.

Whilst the price per share at which the Rights Issue is made is higher than the closing price on market day immediately preceding date of the resolution of the Board which is Sri Lankan Rupees Thirty Cents Ten (LKR 30.10), the Board has, in reaching the conclusion that a price per share of Sri Lankan Rupees Thirty Two (LKR 32/-) is fair and reasonable, taken cognizance of the prices at which shares of the Company has traded on the CSE prior to the West Asia conflict, the volatility in the trading prices after the conflict arose and the likelihood of the trading prices settling in the near future at more than Sri Lankan Rupees Thirty Two (LKR 32/-) per share with the possible resolution of the conflict. From a legal and regulatory point of view as set out in the Companies Act No. 7 of 2007 (the "Companies Act") read together with the Listing Rules, the requirement when issuing new shares is for the board of directors to decide the consideration and opine that the consideration is fair and reasonable, to the company and the existing shareholders. Neither the Companies Act nor the Listing Rules requires the consideration for the issuance of new shares (including under rights issues) to be linked to or commensurate with the market price or be at a discount to the market price. The onus is placed on the board of directors to decide the price based on what the board of directors thinks is fair and reasonable by taking pertinent factors into account and then take responsibility for such decision. The Board has accordingly, taking all relevant factors as mentioned above into consideration, determined that the Sri Lankan Rupees Thirty Two (LKR 32/-) is fair and reasonable to the Company as well as the existing shareholders and the Board will, as required by law, take responsibility for such determination.

The Twenty Five Million (25,000,000) ordinary voting shares under the private placement referred to above will be issued to the persons who subscribe for the Rights Issue (existing shareholders of the Company as well as persons who subscribe to the Rights Issue pursuant to purchasing rights on the CSE during the rights trading period) and specifically apply for the private placement shares. The opportunity to subscribe for shares under the private placement will be provided *via* the provisional letter of allotment relating for the Rights Issue. Further details relating to the private placement are set out in the announcement of the Company dated 17th July 2026 relating thereto. If the Rights Issue is not fully subscribed (considering the rights subscribed by existing shareholders based on their entitlement along with additional shares applied for by them and rights subscribed by persons who purchase rights on the CSE during the rights trading period along with additional shares applied for by them) or no applications are received for private placement shares, then the private placement will not take place.

The Rights Issue is subject to the CSE approving in principle the issue and listing of shares and obtaining shareholder approval by ordinary resolution at a General Meeting.

Yours faithfully,
AMBEON CAPITAL PLC

Giyanie Fernando
Senior Manager – Group Corporate Affairs