CIRCULAR TO SHAREHOLDERS
BROWNS INVESTMENTS PLC
Registration Number: PV 66136 PB/PQ

Business Office: No.100/1, Sri Jayawardenapura Mawatha, Rajagiriya

Dear Shareholder,

FOURTEENTH ANNUAL GENERAL MEETING (AGM) OF BROWNS INVESTMENTS PLC FOR THE YEAR ENDED 2021/2022

14th AGM of the Company is scheduled to be held on Thursday, 29th September 2022 at 10.30 a.m. as an online meeting through audio-visual means conducted from LOLC Holdings PLC, No.100/1, Sri Jayawardenapura Mawatha, Rajagiriya in the manner prescribed below, in line with guidelines issued by the Colombo Stock Exchange taking into consideration the current situation prevailing in the country:

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 and all shareholders will participate through audio and audio-visual means.

2. Only registered shareholders and registered proxy holders will be permitted to log in and participate in the AGM on-line.

3. In view of the situation prevailing in the country and due to the limited availability of paper and related materials in the market, the distribution of the Annual Report for 2021/22 in printed form was deemed not feasible. Therefore, the Annual Report for 2021/22 can be downloaded on the corporate website of the Company and the Colombo Stock Exchange website.

The Annual Report of the Company for the year ended 2021/2022 will be available for perusal on:

[1] Corporate Website - www.brownsinvestments.com


Members may also access the Annual Report and Financial Statements on their electronic devices by scanning the following QR code:

![QR Code]

B. SHAREHOLDER PARTICIPATION / REGISTRATION FOR THE AGM:

1. The shareholders are encouraged to appoint a member of the Board of Directors as his/her proxy to represent them at the AGM.

2. The shareholders may also appoint any other person other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting through audio or audio visual means only.
3. The shareholders who wish to participate at the AGM will be able to join the meeting through audio or audio visual means. To facilitate this process the shareholders are required to furnish their details by perfecting Annexure I to the Circular to the Shareholders and forward same to corporateservices@lolc.com [with the email subject titled “BIPLC AGM 2022” not less than 48 hours before the date of the meeting. The eligible participants will receive instructions for registration to the email address provided, and on such successful registration, the login details will be emailed for joining online.

4. Shareholders are entitled to appoint a proxy holder or a 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 addressed to ‘LOLC Corporate Services (Pvt) Ltd’ Secretaries for Browns Investments PLC and posted to No. 34, Sir Mohamed Macan Markar Mawatha, Colombo 03 or scanned and emailed to the email address, corporateservices@lolc.com or sent by facsimile on + 94 112307380 [with the email subject titled “BIPLC AGM PROXY”] not later than 48 hours before the time appointed for the holding of the AGM.

5. Duly completed proxies which are submitted by shareholders up to 10.30 a.m. on 27th September 2022 will be considered valid.

6. 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 : 0112307380 or by post to LOLC Corporate Services (Pvt) Ltd, Secretaries for Browns Investments PLC, 4th Floor No. 34, Sir Mohamed Macan Markar Mawatha, Colombo 03 not less than 05 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.

7. 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.

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

For any further queries in this regard please contact the following attached to the Company Secretaries’ Office:

Names : Mrs. Dayani Dhanapala
        Mrs. Shafna Ajireen
Telephone Nos. : 0115063308 / 0115063307
Fax No. : 0112307380
Email Address : DayaniD@lolc.com
                ShafnaA@LOLC.com

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

Yours faithfully,
BROWNS INVESTMENTS PLC

LOLC Corporate Services (Private) Limited
Secretaries
31st August 2022
NOTICE IS HEREBY GIVEN that the 14TH ANNUAL GENERAL MEETING of the Company will be held on Thursday, 29th September 2022 at 10.30 a.m. as an online audio-visual meeting with arrangements for the on-line meeting platform made at LOLC Holdings PLC, No. 100/1, Sri Jayawardenapura Mawatha, Rajagiriya.

The business to be brought before the meeting will be:

- To re-elect Mr. Stefan Furkhan as an Independent Non-Executive Director who retires by rotation in accordance with Article 23(6) of the Articles of Association of the Company.
- To re-elect Mr. Kamantha Amarasekara as a Non-Executive Director in accordance with Article 23(6) of the Articles of Association of the Company.
- To re-appoint Dr. Jayanta Swaminathan as an Independent Non-Executive Director. A Notice has been received from a shareholder in terms of Section 211 of the Companies Act No. 7 of 2007 of the intention to propose the following Resolution as an Ordinary Resolution:

  **RESOLUTION**

  “That Dr. Jayanta Swaminathan who reached the age of 81 years on 9th January 2022 be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a period of one year or until the conclusion of the next Annual General Meeting whichever occurs first and it is hereby declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Director.”

- To re-appoint M/s. PricewaterhouseCoopers, Chartered Accountants, as the External Auditors of the Company for the ensuing financial year at a remuneration to be fixed by the Directors.
- 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 Board
BROWNS INVESTMENTS PLC

L O L C CORPORATE SERVICES (PRIVATE) LIMITED
Secretaries
Date: 31st August 2022
FORM OF PROXY
BROWNS INVESTMENTS PLC - REG. NO. PV 66136 PB/PQ

I/We……………………………………………......................…………………….....……………………………...........………...………………………………
……………………………………………………………....………..………….……… holder of NIC/ Reg. No. …………………………………………....
of…………………………………………………………………………………………………………..………………………………………………………………
being a member/members of Browns Investments PLC hereby appoint ……………………………..……………...………………...
..........................................….......…of…………………….…………………………………………………….…………………………….…whom failing
Ishara Nanayakkara or failing him
Kapila Jayawardena or failing him
Kalsha Amarasinghe or failing her
Kamantha Amarasekara or failing him
Stefan Furkhan or failing him
Dr. Jayanta Swaminathan

as my/our proxy to represent me/us and vote on my/our behalf at the Annual General Meeting of the Company to be held on 29th September 2022 at 10.30 a.m. and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid meeting.

Please indicate your preference by placing an ‘X’ against the Resolution.

<table>
<thead>
<tr>
<th>Resolution</th>
<th>For</th>
<th>Against</th>
</tr>
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<tbody>
<tr>
<td>To adopt the Annual Report of the Directors and Statement of Accounts of the Company for the Financial Year ended 31st March 2022 with the Auditors’ Report thereon</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To re-elect Mr. Stefan Furkhan as an Independent Non-Executive Director, who retires by rotation in accordance with Article 23(6) of the Articles of Association of the Company</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To re-elect Mr. Kamantha Amarasekara as a Non-Executive Director in accordance with Article 23(6) of the Articles of Association of the Company</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To re-appoint Dr. Jayanta Swaminathan as an Independent Non-Executive Director.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To re-appoint M/s. PricewaterhouseCoopers, Chartered Accountants, as the Auditors of the Company for the ensuing financial year at a remuneration to be fixed by the Directors</td>
<td></td>
<td></td>
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<tr>
<td>To authorize the Directors to make donations</td>
<td></td>
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</tbody>
</table>

Dated this ................................................ day of ...................................................... Two Thousand Twenty Two.

.......................................................................mare of shareholder/s

[Please delete inappropriate words and refer overleaf for instructions]
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 Proxy shall
   a) In the case of an individual, be under the hand of the shareholder or his or her attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed From of Proxy if it has not already been registered with the Company.
   b) If the shareholder is a company or a corporation, be either under its common seal or under the hand of an officer or attorney authorized by such organization in that behalf in accordance with its Articles of Association or Constitution.

3. Please indicate with an ‘X’ how the proxy should vote on each Resolution. If no indication is given, the proxy shall exercise his/her discretion and vote as he/she thinks fit.

4. The Completed Form of Proxy should be deposited at LOLC Corporate Services [Private] Limited, Secretaries to Browns Investments PLC, 4th Floor, No.34, Sir Mohamed Macan Markar Mawatha, Colombo 3, or scanned and emailed to corporateservices@lolc.com with the email subject titled “BIPLC 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 Browns Investments PLC
4th Floor, No. 34, Sir Mohamed Macan Markar Mawatha, Colombo 03

## REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION

<table>
<thead>
<tr>
<th>Details of Shareholder</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Full Name/s of Shareholder/s</td>
</tr>
<tr>
<td>2. Address</td>
</tr>
<tr>
<td>3. National Identity Card Number/ Company Registration number</td>
</tr>
<tr>
<td>4. CDS Account number</td>
</tr>
<tr>
<td>5. Contact number <em>(mandatory)</em></td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td>6. Email address <em>(it is mandatory for the shareholder to provide an email address in order to forward the login information for the on-line meeting link)</em></td>
</tr>
</tbody>
</table>

### 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 112307380 not less than 48 hours before the meeting.

I/My Proxy holder am/is willing to participate at the AGM online:

Signature/s & date:

<table>
<thead>
<tr>
<th>Principal Shareholder</th>
<th>1st Joint Holder</th>
<th>2nd Joint Holder</th>
</tr>
</thead>
</table>