TESS AGRO PLC

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10th February 2026

Ms. Nilupa Perera
Chief Regulatory Officer
Colombo Stock Exchange

Dear Madam,

Proposed Private Placement of Ordinary Voting Shares – TESS Agro PLC ("the Company")

We write to formally inform the Exchange that the Board of Directors of the Company has resolved to proceed with a proposed private placement of ordinary voting shares, in lieu of the previously contemplated debenture and warrant structure announced on the 27th Jan 2026,to the CSE as part of the Company's ongoing capital restructuring and funding strategy.

The Company proposes to issue, by way of a private placement, ordinary voting shares representing up to (18.5%) of the issued ordinary voting shares of the Company, subject to obtaining the requisite shareholder approvals and regulatory approvals, including compliance with the Listing Rules of the Colombo Stock Exchange and the regulations of the Securities and Exchange Commission of Sri Lanka.

i. Number of Shares to be Issued 125,000,000 ordinary voting shares.
ii. Name of Investor : SE Capital Trading SPC , South Al Khuwair, Bousher, Muscat Governorate, Sultanate of Oman
iii. Price of which the shares are issued will be Rs 2.00 per ordinary voting share
iv. The current Stated Capital of the Company is Rs 263,000,000 represented by 677,063,049 voting and 66,666,667 non voting shares.
v. The proceeds of the issue will be utilised primarily for repayment of exiting borrowings and working capital requirements and capital expenditure .

The issue of shares by way of the Private Placement is subject to the Exchange approving in principal the issue and listing of shares and obtaining shareholder approval at a General Meeting.

Thanking you

By Order of the Board

PRESTIGE SECRETARIES AND CONSULTANTS (PVT) LTD
LICENSED COMPANY SECRETARIES
RCS2000166