

CIRCULAR TO SHAREHOLDERS

Dear Shareholder,

RE: ESTABLISHMENT OF EMPLOYEE SHARE OPTION SCHEME (2025)

1. Background

The Board of Directors of Digital Mobility Solutions Lanka PLC (“**Company**”) has resolved to establish the Digital Mobility Solutions Lanka PLC Employee Share Option Scheme (2025) (“**ESOS**”), subject to obtaining regulatory and shareholder approval, for the purpose of attracting, retaining and incentivising employees and executive directors of the Company.

2. Issue of Shares

The total number of shares underlying the options to be granted under this ESOS is 16,666,000 Ordinary Voting Shares. The percentage of Ordinary Voting Shares to be issued pursuant to the exercise of the options under this Scheme is 5.0%.

As per rule 5.6.1. b that an Employee of a Listed Entity shall not be entitled to acquire through an ESOS/ESPS more than one per centum (1%) of the total number of shares issued by such Listed Entity at any given time. Provided however, upon obtaining shareholder approval by way of a Special Resolution at a General Meeting, the Listed Entity may permit an Employee to acquire more than one per centum (1%) of the total number of shares issued by such Entity in exceptional circumstances.

3. Basis for determining the eligibility of employees to participate in the ESOS

Executive directors or employees of the Company who have been permanently employed by the Company on a full-time basis for more than a period of one (01) year, and who are not subject to the disqualifications set out in the ESOS, are eligible to be granted options under the ESOS.

4. The period over which the options are to be granted, including the earliest and latest grant dates

The period over which the options may be granted to eligible employees is five (5) years from the date of obtaining shareholder approval for the ESOS. The earliest grant date for the Options would be 1st July 2025, while the latest grant date would be 1st July 2030.

5. Vesting period

- (a) Twenty-five percent (25%) of the total number of shares underlying the options granted shall vest with the option holder upon the expiry of one (01) year from the grant date, provided that the option holder continues to remain an eligible employee as of that date and has satisfied the vesting KPI as of that date.
- (b) Another twenty-five percent (25%) of the total number of shares underlying the options granted shall vest with the option holder upon the expiry of two (02) years from the grant date, provided that the option holder continues to remain an eligible employee as of that date and has satisfied the vesting KPI as of that date.
- (c) Another twenty-five percent (25%) of the total number of shares underlying the options granted shall vest with the option holder upon the expiry of three (03) years from the grant date, provided that the option holder continues to remain an eligible employee as of that date and has satisfied the vesting KPI as of that date.
- (d) The final twenty-five percent (25%) of the total number of shares underlying the options granted shall vest with the option holder upon the expiry of four (04) years from the grant date, provided that the option holder continues to remain an eligible employee as of that date and has satisfied the vesting KPI as of that date.

6. Exercise period

- (a) The exercise period in respect of any shares which vest at the expiry of one (1) year from the grant date shall commence on the day immediately succeeding the applicable date of vesting and shall end at the expiry of the fourth (4th) anniversary thereof.
- (b) The exercise period in respect of any shares which vest at the expiry of two (02) years from the grant date shall commence on the day immediately succeeding the applicable date of vesting and shall end on the expiry of the third (3rd) anniversary thereof.
- (c) The exercise period in respect of any shares which vest at the expiry of three (03) years from the grant date shall commence on the day immediately succeeding the applicable date of vesting and shall end at the expiry of the second (2nd) anniversary thereof.
- (d) The exercise period in respect of any shares which vest at the expiry of four (04) years from the grant date shall commence on the day immediately succeeding the applicable date of vesting and shall end at the expiry of the first (1st) anniversary thereof.

7. Pricing formula

The share options shall be exercisable at the volume weighted average price taking into consideration all the transactions of the Shares during the thirty (30) market days immediately preceding the grant date.

8. The circumstances under which the options that are vested but not exercised by the employees may be retracted

A vested option may be exercised by the option holder during the exercise period only if he or she continues to remain an eligible employee as at that date.

9. Alteration of share capital

Pursuant to Rule 5.6.6(a)(ii) of the Listing Rules, In the event of any increase in the number of shares of the Company (example by way of rights issue, issue of Shares as fully paid by capitalization of reserves and subdivision of shares) or decrease in the number of shares of the Company (example consolidation or repurchase of Shares) or any other corporate action which affects the share capital structure of the Company howsoever taking place during the vesting period or exercise period (prior to the issue and allotment of shares pursuant to an exercise notice) the total number of shares underlying the options granted under this scheme, the exercise price and the number of shares underlying the options or vested options shall be adjusted by the Board of Directors of the Company (in consultation with the auditors of the company) in such manner as in the opinion of the board is fair and reasonable and in such manner so as not to confer on any option holder any benefit that a shareholder in the company does not receive by such increase or decrease in the number of shares or such other corporate action, as the case may be.

Subject to Rule 5.6.6(a)(ii) of the Listing Rules, the Entity shall not vary the terms of an ESOS/ESPS, which is approved by the Exchange.

10. Other matters

Without prejudice to the above, the Board of Directors of the Company shall have authority to take any other action which may be required to give full effect to the ESOS as may become necessary - provided that the total percentage of shares of the ESOS in the context of the overall stated capital of the Company is not affected.

11. Funding

The directors of the Company further confirm that the Company or any of its subsidiaries shall not directly or indirectly provide funds for the ESOS.

12. Shareholder approval

An Extraordinary General Meeting of the Company will be convened as a virtual meeting on 30th June 2025 immediately following the conclusion of the Annual General Meeting of the Company to seek the necessary approval from the shareholders for the establishment and adoption of the aforesaid ESOS.

The enclosed Notice of the EGM sets out the relevant special resolutions that have been approved by the Board of Directors for submission to shareholders for due adoption.

BY ORDER OF THE BOARD
DIGITAL MOBILITY SOLUTIONS LANKA PLC
S S P CORPORATE SERVICES (PRIVATE) LIMITED



SECRETARIES

4th June 2025

DIGITAL MOBILITY SOLUTIONS LANKA PLC - PQ 00306192

FORM OF PROXY

I/We of
.....being a
Member/Members* of Digital Mobility Solutions Lanka PLC hereby appoint:.....
..... of of failing him/her*

Mr. Jiffry Zulfer Hassen	of Colombo or failing him*
Mr. Ajit Damon Gunewardene	of Colombo or failing him*
Mr. Ruchi Hubert Gunewardene	of Colombo or failing him*
Mr. Francisco Kankanamalage Conrad Prasad Niroshan Dias	of Colombo or failing him*
Ms. Khairul Tasnim Salie	of Colombo or failing her*
Mr. Joseph Gabriel Travis Roche	of Colombo or failing him*
Prof. Kumaragewattage Amal Shantilal Kumarage	of Colombo or failing him*
Mr. Manoha Jude Sergius Rajakariar	of Colombo or failing him*
Mr. Roger Keith Modder	of Colombo

as my/our* proxy to represent me/us* on my/our* behalf at the **Extraordinary General Meeting** of the Company to be held on the **30th June 2025** and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting and to vote as indicated below:

Special Resolution 1

FOR

AGAINST

- 1** IT IS HEREBY RESOLVED THAT, in accordance with Rule 5.6 of the Listing Rules of the Colombo Stock Exchange, the shareholders of the Company do hereby approve and authorize the Company to establish the Digital Mobility Solutions Lanka PLC Employee Share Option Scheme (2025) as set out in the Circular to Shareholders dated 4th June 2025.”

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Special Resolution 2

- 2 “IT IS HEREBY RESOLVED THAT, in accordance with section 53 of the Companies Act, No. 7 of 2007 and articles 4 (iii) and (iv) of the Articles of Association of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to the issue of new shares of the Company pursuant to the Digital Mobility Solutions Lanka PLC Employee Share Option Scheme (2025) as set out in the Circular to Shareholders dated 4th June 2025.”



As witness my/our hands this day of Two Thousand and Twenty Five.

Signature.....

Notes:

Instructions for completion are stated in the next page.

* Please delete the inappropriate word/s,

DIGITAL MOBILITY SOLUTIONS LANKA PLC - PQ 00306192

INSTRUCTIONS FOR THE COMPLETION OF PROXY

1. Kindly perfect the Form of Proxy by filling in legibly your full name, NIC No, address, instructions as to voting and by signing and filling in the date of signature in the space provided.
2. Please indicate with a 'X' in the cages provided how your proxy is to vote on the Resolutions. If no indication is given, the Proxy in his/her discretion may vote as he/she thinks fit.
3. To be valid, the completed Form of Proxy should be deposited at the Registered Office of the Company No: 309, High Level Road, Kirullapona, Colombo 06 or emailed to investor@pickme.lk not less than 48 hours before the time appointed for holding the Meeting.
4. If the Shareholder is a Company or a body corporate, a form of Corporate Representation executed under the Common Seal in accordance with the Articles of Association or the Constitution should be submitted.
5. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original POA together with a photocopy of same or a copy certified by a Notary Public must be lodged with the Company along with the Form of proxy.
6. In case of Margin Trading Accounts (Slash Accounts), the Form of Proxy should be signed by the respective authorised Fund Manager/ Banker with whom the account is maintained.
7. A Shareholder/ Proxy attending the Annual General Meeting is kindly requested to bring with him/ her the National Identity Card or any other form of valid identification and produce same at the time of Registration.