KERNER HAUS GLOBAL SOLUTIONS PLC

(COMPANY REGISTRATION NO.PQ 150)

No.111, T. B. Jayah Mawatha, Colombo 10, Sri Lanka

IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY

CIRCULAR TO SHAREHOLDERS – RIGHTS ISSUE 2026

Dear Shareholder/s,

ISSUE OF UP TO TEN MILLION FIVE HUNDRED AND TWO THOUSAND NINE HUNDRED AND SEVENTY FIVE (10,502,975) ORDINARY VOTING SHARES AT RUPEES FORTY (LKR 40/-) PER SHARE BY WAY OF RIGHTS

1. BACKGROUND

We wish to inform you that the Board of Directors of Kerner Haus Global Solutions PLC ("the Company" or "KHGS") at the meeting held on 1st June 2026 has duly resolved to convene an Extraordinary General Meeting ("EGM") of the Company to be held as a Fully Virtual Meeting on the 2nd day of October 2026 at 10.30 a.m. for the purpose of enabling its Shareholders to consider and if thought fit, to pass the Resolutions set out in the Notice of the Extraordinary General Meeting ("Notice of Meeting") pertaining to the Rights Issue of Ordinary Voting Shares of the Company. Such Meeting will be duly convened and conducted, ensuring that the rights and interests of all shareholders are upheld without prejudice.

The objectives of this capital raising initiative is to secure funds amounting to Rupees Four Hundred and Twenty Million One Hundred and Nineteen Thousand (LKR 420,119,000/-) aimed at strengthening the company's Balance Sheet and Liquidity Position as well as acquisition of strategic real estate assets and acquisition of properties on a leasehold basis. In the aforesaid context, the Board of Directors of the Company has decided to issue upto Ten Million Five Hundred And Two Thousand Nine Hundred And Seventy Five (10,502,975) Ordinary Voting Shares at Rupees Forty (LKR 40/-) per share by way of a Rights Issue ("The Rights Issue") subject to the approval of the Shareholders at an EGM.

2. THE RIGHTS ISSUE - ORDINARY VOTING SHARES

At a Meeting of the Board of Directors held on 1st June 2026, the Board of the Company resolved subject to the approval of the Colombo Stock Exchange ("CSE") and its Shareholders, to offer up to Ten Million Five Hundred and Two Thousand Nine Hundred and Seventy Five (10,502,975) Ordinary Voting Shares at Rupees Forty (LKR 40/-) per share in proportions of One (01) new Ordinary Voting Share for every Four (04) existing Ordinary Voting Shares held, by way of a Rights Issue via Provisional Letter of Allotment with the right to request for additional rights shares and the right to renounce only in favor of the Central Depository Systems (Pvt) Limited (CDS) and the shares will be offered to the registered Ordinary Voting Shareholders of the Company as at the end of trading on 6th October 2026 (Record Date/Date of Entitlement which is the 2nd market day from and excluding the EGM date). Accordingly, the Company expects to raise the Capital by a total sum of Rupees Four Hundred and Twenty Million One Hundred and Nineteen Thousand (LKR 420,119,000/-) through the Rights Issue of the Ordinary Voting Shares.

Table 2.1: Rights Issue Price and Ratio

Rights Issue	Number of New Shares by way of Rights Issue	Price (Rs.)	Closing Share Price as at 1st June 2026 (Rs.)*	VWAP Price (Rs.)**	Ratio
Ordinary Voting Shares	10,502,975	40.00	42.50	46.08	1 for 4

**Closing share price as at the end of trading on 1st June 2026 (The market day on which the Board approved the Rights Issue resolution).*

*** VWAP for post subdivision period from 20th April 2026 to 01st June 2026*

Table 2.2 : Share prices for the past three months

Month	High (Rs.)	Low (Rs.)	Closing Price (Rs.)
June	43.80	36.00	37.00
July	37.80	29.80	33.10
August	33.20	29.00	30.30

The Board of Directors further resolved that, in their opinion, the consideration of LKR 40/- per share for which the shares are to be issued is fair and reasonable to the Company and the existing shareholders as required by the Companies Act No. 07 of 2007. When considering the Rights Issue price per share, the Board gave due consideration to the Volume Weighted Average Price (VWAP) over the period from 20th April 2026 to 1st June 2026 and the closing share price as at 1st June 2026 (The market day on which the Board approved the Rights Issue resolution) as shown in the Table 2.1 above. This is as a result of the subdivision of shares of the Company that occurred prior to the Rights Issue and the shares commenced trading post-subdivision on the 20th April 2026.

The CSE by letter dated 2nd September 2026 has granted approval in principle, in terms of Section 5.2 of the CSE Listing Rules, subject to other conditions as set out in the said letter, to issue and list the new ordinary voting shares.

Rights will be issued to the existing shareholders, as at the end of trading on 6th October 2026 (being the Record Date/Date of Entitlement, which is the 2nd market day from and excluding the EGM date i.e. 2nd October 2026) at the issue price stated in the Table 2.1 above provided that no Shareholder shall upon or in consequence of such provisional allotment be entitled to a fraction of a share, such fractional shares to be pooled together and be allotted to the respective holders of shares who applied for additional Rights Shares. The fractional entitlement referred to herein shall mean the fractions arising after applying the following formula.

The basis of allotment of new Ordinary Voting Shares shall be as follows:

$$\frac{\text{Number of Ordinary Voting Shares held by a Shareholder as at end of trading on the Record Date} \times 1}{4}$$

Each Shareholder will be entitled, under the Rights Issue, based on the ratio shown in Table 2.1 above, One (01) new Ordinary Voting Share for every Four (04) existing Ordinary Voting Shares held (as per the above formula).

Subsequent to the Rights Issue, assuming it's full subscription, the Stated Capital of the Company would be as follows:

	Pre Rights Issue	Proposed Rights Issue	Post Proposed Rights Issue
Number of Ordinary Voting Shares	42,011,900	10,502,975	52,514,875
Stated Capital (Rs.)	30,358,500/-	420,119,000/-	450,477,500/-

The new Ordinary Voting Shares upon due acceptance and payment shall rank *pari passu* in all respects with the existing Ordinary Voting Shares including the right to participate in any dividend declared only after the final allotment which shall be after the last date of acceptance and payment.

3. MINIMUM SUBSCRIPTION/UNDERWRITING ARRANGEMENTS

The Company has not entered into any formal underwriting agreement in connection with the proposed Rights Issue. The company requires full subscription to meet its growth projections and if the Rights Issue is not fully subscribed, the growth projections will be adjusted accordingly. Since the Rights are being offered at a fair discount, compared to the Volume Weighted Average Price (VWAP) of LKR 46.08 over the period from 20th April 2026 to 1st June 2026, which amounted to Rights Price of LKR 40/- for Ordinary Voting Share, the Board of Directors of the Company is of the view that the proposed Rights Issue will be considered positively by the Shareholders as an attractive investment opportunity. Accordingly, the Company expects full subscription of the Issue. Ekta Global Pte. Ltd (the parent entity holding 63.62% of equity capital of the Company) intends to fully subscribe to its entitlement under the rights issue. In the event of an undersubscription of the Rights Issue, Ekta Global Pte. Ltd. has undertaken to subscribe for up to One Million (1.0 Mn) additional rights shares resulting from unsubscribed rights which will amount to a maximum of LKR 40.0 Mn. The allocation of these additional shares up to 1.0 Mn shall be made only after fully satisfying all applications for additional Rights Shares.

Assuming the full allotment of the 1.0 Mn additional Rights Shares to the major shareholder, Ekta Global Pte. Ltd, the non-public shareholding of the Company will increase by approximately 1.91% and the public shareholding of the Company will decrease by the same amount (1.91%). However, such allotment will not result in any non-compliance with the minimum public holding requirements prescribed under Section 7.13.1 of the Listing Rules of CSE.

The Board of Directors have the discretion to allot any remaining rights shares under the Rights Issue, after fully allotting to all the applicants for additional Rights, on a preferential basis to the major shareholder at the same price [This may have an impact on the public holding percentage of KHGS as per Section 7.13 of the CSE Listing Rules. In such an event the major shareholder~~s~~ intend to take the necessary action to rectify the holding to comply with the public holding requirement] or to any other existing shareholder/s at the same price. In the event the Board of Directors decides on an allotment to be made to other existing shareholders, the Company will make an appropriate market announcement.

If there is a further undersubscription of the Rights Issue, the Company will be in a position to obtain credit facilities from a licensed commercial bank and bridge the funding gap. The Company will accordingly adjust its growth projections and related plans.

Long-Term Commitment of Ekta Global Pte. Ltd towards the growth of the Company

Ekta Global Pte. Ltd, the major shareholder holding 63.62% of the issued share capital of Kerner Haus Global Solutions PLC, acquired its significant stake in the Company in November 2024 with a long-term commitment to support the development and growth of the business. Following the acquisition, the Company revised its business plan and strategic objectives to pursue new business opportunities and establish a sustainable, growth-oriented business model.

As a further demonstration of its confidence in the Company and its future prospects, Ekta Global has committed to subscribe in full to its entitlement under the proposed Rights Issue and, in the event of an undersubscription, to subscribe for a further 1 million shares at Rs. 40 per share, amounting to Rs. 40 million. Accordingly, the Company expects to have committed funding of approximately Rs. 307 million to support the implementation of its revised business plan and the objectives set out in the Rights Issue Circular.

Further the Board of Directors have the discretion to allot any remaining unsubscribed shares under the Rights Issue, to the major shareholder or to any other existing shareholder/s at the same price after fully allotting to all the applications for additional Rights, on a preferential basis, so that it is fully subscribed.

In the event of any further undersubscription of the Rights Issue beyond the additional commitment of Ekta Global, the Company intends to bridge any resulting funding shortfall through credit facilities from a licensed commercial bank. In such circumstances, the Company will appropriately adjust its growth projections and related business plans to align with the funding available to the Company, while continuing to pursue the objectives of the Rights Issue.

Disclosure of Shareholding in Terms of the Takeovers and Mergers Code

The Company will ensure that any acquisition by the Major Shareholder or any other shareholder which results in such shareholder acquiring 10% or more of the voting rights of the Company will be appropriately disclosed to the market and dealt with in accordance with the applicable provisions of the Company Takeovers and Mergers Code 1995, as amended in 2003, and the applicable rules and regulations of the Securities and Exchange Commission of Sri Lanka and the Colombo Stock Exchange.

Major transaction - Companies Act No. 7 of 2007

The objectives of the Rights Issue amount to a major transaction as per the Companies Act No. 7 of 2007 and the necessary approvals of the shareholders will be sought by way of a special resolution at the same EGM.

Serious Loss of Capital and Rationale for the Rights Issue

The latest unaudited financial statements of the Company as at 30th June 2026 indicate that the Company is experiencing a serious loss of capital, with accumulated losses resulting in a negative equity position of approximately Rs. 36 million.

The proposed Rights Issue is intended to strengthen the Company's capital base, turn around the company's current net liability position, improve liquidity and financial stability, and provide funding to support its operations and future growth. The proceeds of the Rights Issue will be utilized for the purposes set out in this Circular and are expected to assist the Company in restoring its financial position and addressing the serious loss of capital.

With the allotment of shares issued by way of Rights Issue which amounts to LKR 420,119,000/-, the positive net asset value of the Company would increase by LKR 383,604,003/-.

** The above figure has been calculated considering the Company's net asset position as at 30th June 2026 which is based on unaudited financial statements. Accordingly, the projected figures may vary due to changes in the Company's financial position between 1 July 2026 and the date of this Circular.*

4. OBJECTIVES OF THE ISSUE

4.1 Objectives of the Issue

The Board of Directors proposes the Rights Issue with the objective of raising additional equity capital to support the Company's growth strategy, strengthen its financial position, and capitalize on emerging opportunities within the real estate sector. The proceeds of the Rights Issue are intended to be utilized for the following purposes:

(i) Strengthening the Balance Sheet and Liquidity Position of the Company

The Rights Issue is expected to raise up to LKR 420.119 million. The proceeds will strengthen the Company's capital base through the infusion of new equity capital, thereby improving its net asset position, balance sheet and overall financial strength.

The proceeds of the Rights Issue will be utilized to acquire commercial real estate assets and leasehold interests, which are expected to strengthen the Company's asset base, generate sustainable recurring income, support its long-term growth strategy, enhance the Company's liquidity position, provide greater financial flexibility to pursue suitable investment opportunities, and strengthen its capacity to support sustainable business operations and withstand market fluctuations.

(ii) Acquisition of Strategic Real Estate Assets

The Company intends to utilize LKR 300.0 Mn of the Rights Issue funds to acquire and fit-out strategically located commercial real estate assets in the areas of Colombo, Kandy, Jaffna and Galle that are expected to increase their value. The properties would be purchased under the name of the Company. Such acquisitions will be evaluated based on their potential to generate attractive rental yields, long-term capital appreciation, and recurring income streams. The Company believes that the acquisition of high-quality real estate assets will enhance the value of its portfolio and contribute positively to future earnings and shareholder returns. In the event of any funding gap, the Company will seek credit facilities from Licensed Commercial Banks in Sri Lanka.

(iii) Acquisition of Properties on a Leasehold Basis
The Company also intends to pursue opportunities to acquire and fit-out commercial real estate properties on a long-term leasehold basis under the name of the Company in the areas of Colombo, Kandy, Jaffna and Galle where such arrangements are considered commercially advantageous. Leasehold acquisitions may provide access to prime locations at a lower initial capital outlay compared to outright purchases, thereby enabling the Company to optimize the deployment of capital while expanding its asset base. These investments are expected to support the Company's growth objectives and create opportunities for the development of income-generating real estate projects. The Company will allocate the balance Rights Issue proceeds amounting to LKR 120.119 Mn to proceed with this objective.

In the event of any change to the allocation of funds for Objectives (ii) and (iii) above, prior to the re-utilization of funds reaches finality, the Company will make necessary market announcements and in the event of a change in objective, the Company will ensure that the due process set out in the Listing Rules of the CSE will be followed.

The Company intends to utilize the rights proceeds within 12 months from the date of listing of Ordinary Voting Shares issued through the Rights Issue.

Funds raised from the Rights Issue will be temporarily invested in other financial instruments such as Money Market Instruments which yields the highest returns with Licensed Commercial Banks until the proceeds are fully utilized.

The Board of Directors does not foresee any internal or external factors that will prevent the Company from achieving the aforesaid objectives, provided there are no significant changes in the external environment as morefully detailed in Section 4.3 of this Circular to Shareholders.

The acquisition of commercial real estate assets and the acquisition of properties on a leasehold basis are not expected to constitute related party transactions.

The fit-out and refurbishment of acquired properties may be undertaken by related parties including Tanjun (Pvt) Ltd for architectural consultancy services and 1705 Studio (Pvt) Ltd for digital design and marketing services where such parties possess the necessary expertise and offer services on terms that are commercially justifiable and comparable to prevailing market conditions. Any such transactions will be carried out on an arm's length basis and by obtaining the necessary approvals and making the required disclosures in compliance with the applicable provisions of the Listing Rules of the Colombo Stock Exchange governing related party transactions.

In the event that the funds raised through the Rights Issue are given to a related party, the related party transaction will be carried out in line with the rules set out in the CSE Listing Rules and such transaction/s will be reviewed by the Related Party Transactions Review Committee of the Company and the Committee would recommend to the Board to proceed with such transactions.

Approvals and Feasibility Assessment in Relation to the Proposed Acquisitions
The proposed acquisitions of commercial real estate assets and leasehold interests do not require any regulatory, governmental or third-party approvals. The only approval required is the approval of the shareholders for the utilisation of the Rights Issue proceeds, which is being sought at the Extraordinary General Meeting convened in connection with this Circular. Accordingly, no such approval has been obtained as at the date of this Circular.

As no further approvals are required, the Company does not anticipate any adverse impact on the implementation of the proposed acquisitions arising from the approval process.

Prior to undertaking any acquisition, the Company will conduct appropriate commercial, financial, legal and technical due diligence and feasibility assessments to ensure that each proposed acquisition is commercially viable and aligned with the Company's investment objectives.

4.2 Specific Risks associated with the Objectives

(i) **Property Acquisition Risk** – Suitable real estate assets may not be identified or acquired on acceptable terms, and expected returns from acquisitions may differ from projections.

(ii) **Leasehold Property Risk** – Leasehold investments may be affected by lease restrictions, renewal uncertainties, changes in rental obligations, disputes with lessors, and regulatory changes.

(iii) **Real Estate Market Risk** – Property values, rental income, occupancy levels, and investment returns may be adversely affected by market downturns, reduced demand, or changing investor sentiment.

(iv) **Deployment Risk** –. Any delay in deploying the Rights Issue proceeds within the anticipated timeframe due to the inability to identify suitable investment opportunities may delay the realization of the expected benefits of the Rights Issue.

(v) **General Economic and Business Risk** – Changes in external environment including economic, political, fiscal, monetary, or regulatory conditions may adversely affect the Company's operations, property investments, and overall performance.

4.3 Contingency in the Event of Delay in Deployment of Proceeds

If the Company is unable to identify and acquire suitable real estate assets within the anticipated timeframe or on commercially acceptable terms, the Board of Directors will defer the deployment of the relevant Rights Issue proceeds until suitable acquisition opportunities are identified. Pending such deployment, the unutilized proceeds will be placed in interest-bearing deposits with Licensed Commercial Banks.

Accordingly, the deployment of the Rights Issue proceeds and the realization of the expected benefits may be delayed; however, this is not expected to have a material adverse effect on the Company's ongoing operations or financial position.

5. DISCLOSURES IN THE INTERIM FINANCIAL STATEMENTS AND THE ANNUAL REPORT

Information as per the template below will be disclosed in the Interim Financial Statements and the Annual Report/s from the date of raising funds until objectives are achieved, and funds are fully utilized by the Company.

Continuous Disclosures regarding status of utilization of funds raised via Rights Issue

Rights Issue proceeds utilization as at (dd-mm-yyyy)

Objecti ve No.	Objective/s as per Circular	Amount allocated as per Circular in Rs.	Proposed Date of Utilization as per Circular	Amount allocated upon the receipt of proceeds in Rs. [A]	As a % of Total Proceeds	Amount Utilized in the objective/ sub objective in Rs. [B]	% of Utilization against allocation [B/A]	Clarification if not fully utilized (Whether the funds are deposited in a bank account /lent to a related	Objective Deviation from Circular (Yes/No)	Objective deviation informed to the market as per Appendix 8A	Details of deviation	Board Approval Date for the deviation in objective / Confirmati on of full utilization of funds by Board (Board resolution extract to be submitted)
(i)	Strengthening the Balance Sheet and Liquidity Position of the Company	420.119 Mn	Immediately									

(ii)	Acquisition of Strategic Real Estate Assets	300.0 Mn	Within 12 months from the date of listing of Ordinary Voting Shares issued through the Rights Issue									
(iii)	Acquisition of Properties on a Leasehold Basis	120.119 Mn										

(i) The Company would disclose in the Annual Report or in the Interim Financial Statements, whichever is published first, the manner in which the funds have been utilized in the above format.

(ii) The number, class and consideration received for Shares issued through this Rights Issue and the reason for the issue

(iii) Any material change to the use of funds raised would be carried out in terms of Rule 5.2 k of the CSE Listing Rules and based on the relevant procedures stipulated in the CSE Listing Rules.

(iv) If the funds raised through this Rights Issue are fully utilized by the entity as disclosed in the Circular to Shareholders between two financial periods, the Company would disclose in the immediate succeeding Annual Report or the Interim Financial Statements, whichever is published first The Company would ensure compliance with the requirements and necessary disclosures as stipulated in the CSE Circular No. 06/2026 dated 21st August 2026.

6. ADDITIONAL INFORMATION

6.1. Shareholding

The Top 20 Ordinary Voting Shareholders as of 30th June 2026.

	Name	No of Shares	Percentage
1.	Ekta Global Pte Ltd	26,728,800	63.62%
2.	Sir Chittampalam A Gardiner Trust	1,948,800	4.64%
3.	Cyril Gardiner (Private) Limited	1,822,800	4.34%
4.	Renaissance Capital Investments Limited	796,110	1.89%
5.	Mr. D.P. Navaratnam	555,184	1.32%
6.	Ms. P.R. Canagaratna	474,586	1.13%
7.	Mrs. A.M. De Alwis	474,000	1.13%
8.	Mr. G.T. Fazleabas	385,700	0.92%
9.	Mrs. C.A.D.S. Woodward	350,000	0.83%
10.	Dr. M.T.Z. Ahamed	295,631	0.70%
11.	Bansei Securities Capital (Pvt) Ltd/M.A.U. Gnanatilake	259,000	0.62%
12.	Mr. P. Varatharaja	210,819	0.50%
13.	The Public As Executor Of The Estate Of Late Mr D S Kahawita	200,900	0.48%
14.	Mr L.L.R. Marrow	182,700	0.44%
15.	Nikan (Pvt) Ltd	154,700	0.37%
16.	T R L Holdings (Pvt) Limited	143,500	0.34%
17.	Mr. A.A.J. Fernando	140,000	0.33%
18.	Mr. T. Amirthalingam	134,679	0.32%
19.	Miss. M.Z.F. Shafrina	128,479	0.31%
20.	Mrs. M.I. Emmanuel	126,000	0.30%
	Shares held by top 20 shareholders	35,512,388	84.53%
	Shares held by the other shareholders	6,499,512	15.47%
	Total	42,011,900	100.00 %

Public Holding percentage of the Company as at 30th June 2026 was 27.39%.The Company complied under Option 5 of the Listing Rules 7.13.1 (a) on minimum public holding requirements as at 30th June 2026.

6.2 Ordinary Share Prices post-subdivision for the period from 20th April 2026 (date of commencement of trading after subdivision of share) to 1st June 2026

Period	High (LKR)	Low (LKR)	Closing Price (LKR)
20th April 2026 to 1st June 2026	59.90	34.50	42.50

Closing Market price of the Company's Ordinary Voting Shares as of the date of printing the Circular (end of trading on 8th September 2026) was LKR 30/-.

6.3 Dividend History
The Company was taken over by the current management in November 2024 and the new Board was appointed on 10th January 2025.

The Company has not paid dividends for the financial years ended 31st March 2022, 31st March 2023 and 31st March 2024 under the previous management. Further the Company did not pay a dividend for the years ended 31st March 2025 and 31st March 2026 under the new management.

6.4 Financial Statements
Shareholders' attention is drawn to the Annual Report for the FY 2025/26 and unaudited Interim financials for the quarter ended 30th June 2026. The Annual Report is hosted on company's website (www.kernerhaus.lk) as well as on CSE (www.cse.lk).

There were no subsequent adjustments made to the aforesaid financial statements.

6.5 Contingent Liabilities & Litigations
There are no material changes to the contingent liabilities and litigations from the position disclosed in the Unaudited Interim Financial Statements as of 30th June 2026.

6.6 Composition of the Related Party Transactions Review Committee

Name	Status
Mr. D. S. Weerakkody - Chairman	Independent Non-Executive Director
Ms. S. D. Arseculeratne	Independent Non-Executive Director
Ms. D. L. M. S. Chandrasekera	Independent Non-Executive Director

7. BENEFITS OF INVESTING IN RIGHTS ISSUE
The Rights Issue provides existing shareholders with an opportunity to maintain their proportionate ownership in the Company and avoid dilution of their shareholding. By subscribing for the Rights Shares, shareholders will participate in the Company's growth strategy, which includes strengthening its financial position, acquisition of strategic real estate assets and acquisition of properties on a leasehold basis. The additional equity capital is expected to enhance the Company's liquidity and balance sheet strength, providing greater financial flexibility to pursue future investment opportunities. Successful implementation of the Company's investment objectives may contribute to the growth of its asset base, improve its long-term earnings potential, and create sustainable value for shareholders in terms of dividends and networth.

8. APPLICATION FOR RIGHTS AND PROVISIONAL ALLOTMENT
Upon the Shareholders approving the requisite Resolutions giving effect to the Rights Issue set out in the "Notice of Meeting";

(i) Upto 10,502,975 Rights Shares will be provisionally allotted to the shareholders in the proportion of 01 (One) new Ordinary Voting Share for every 04 (four) existing Ordinary

Voting Shares held by such shareholders as at end of trading on 6th October 2026 (being the Record Date/Date of Provisional Allotment, which is the 2nd market day from and excluding the EGM date, i.e. 2nd October 2026).

(ii) In the allotment of the Rights Shares, the Shareholding of each Shareholder, as appearing in the CDS and the Share Ledger maintained by the Company's Registrar, will be processed separately and for identification purposes the CDS number and ledger number will be used.

(iii) Based on the proportion of the Rights Issue, no Shareholder shall upon or in consequence of such provisional allotment be entitled to a fraction of a Share.

(iv) The Letters of Provisional Allotment, in respect of the new Rights provisionally allotted to Shareholders under the Rights Issue with provision for renouncing in favour of the CDS, will be dispatched to the Shareholders on 13th October 2026 by post and the said documents will be made available on the CSE website as well and Rights Shares provisionally allotted to them be directly deposited to their accounts with the CDS, within three (03) market days from and excluding the Record Date (i.e. 9th October 2026). The manner in which the Letter of Provisional allotment should be dealt with will be fully set out therein. The shareholders must strictly adhere to the instructions therein in respect of acceptance, renunciation and when applying for additional rights shares.

(v) Application for additional Rights Shares will be permitted. However, such additional shares will be available for due allotment only in the event of any Existing Shareholder/s not taking up their Rights Entitlement either in part or in full in addition to fractional shares and if the Forms of Acceptance and Registration of the Rights are rejected by the Company as being invalid.

(vi) In the event of an over-subscription of additional rights shares, the Board of Directors of the Company reserves the absolute right to accept or reject any application for additional rights shares in whole or in part.

(vii) Further, Rights Shares that are not subscribed as at the last date of acceptance, new Rights Shares for which payments have not been duly and validly received by the Company and Rights Shares representing fractional entitlements would be treated as declined shares and they will be pooled together and will be allotted at the same price and the Board of Directors have the discretion to allot any remaining unsubscribed shares under the Rights Issue, to the major shareholder or to any other existing shareholder/s after fully allotting to all the applications for additional Rights on a preferential basis, so that it is fully subscribed.

(viii) The new Ordinary Voting Shares will, upon due acceptance and payment, rank pari passu in all respects with the Company's existing issued Ordinary Voting Shares and will qualify for all dividends declared only after the final allotment which shall be after the last date of acceptance and payment.

(ix) Pursuant to a Direction issued by the SEC pertaining to the de-materialization of listed securities, the Shareholders who hold shares in Scrip Form (i.e. Share Certificates) as per the Register maintained by the Registrars to the Company will not be issued Share Certificates in their favour. Shareholders who do not have CDS accounts are advised to open a CDS Account. Shareholders who have CDS Accounts, but whose existing Ordinary Voting Shares are not lodged in the said CDS Accounts, are advised to lodge the Company Shares in CDS Accounts prior to the date of EGM, to facilitate the direct lodgement of Rights to your CDS Account.

(x) All Ordinary Voting Shares allotted shall be directly deposited into the respective Shareholders' CDS Accounts within Ten (10) Market Days from the last date of acceptance and payment as per the CSE Listing Rules and the relevant Shareholders will be notified of such direct deposits within two (02) Market Days of the direct deposit.

As such all Shareholders having CDS Accounts who accept Rights, should indicate their CDS Account Number in Form "A" – Letter of Acceptance and Registration and Form "C" - Form of Application for Additional Shares.

Form "A" and Form "C" which do not carry a valid CDS Account Number or which indicates an incorrect /inaccurate CDS Account Number will not be uploaded on the date specified for uploading in the Listing Rules of CSE. They will only be registered in the Share Ledger maintained by the Registrar and will not be issued a Share Certificate but will be issued an acknowledgement that the New Ordinary Voting Shares are registered in the Share Ledger. Such shareholders would not be able to trade in the new Ordinary Voting Shares until such time the same has been deposited with the CDS. Subsequent to opening a CDS Account, the Shareholders should inform the Registrar of the Company their CDS Account Numbers in writing to which accounts the shares will then be uploaded and such requests will be processed on a weekly basis. Therefore please ensure strict adherence to the Directive issued by the SEC. Shareholders have the option of having their Ordinary Voting Shares "Locked" in the CDS. Ordinary Voting Shares that are locked would not be available for trading purposes and would not be visible to the participants. Shareholders who wish to lock their Ordinary Voting Shares allotted in this Issue should indicate such preference in the section provided in the Provisional Letter of Allotment (Form 'A' and Form 'C'). Ordinary Shares of shareholders, who do not request to lock their Ordinary Voting Shares would be deposited to their "trading balance" in the CDS Account. However, at the option and request of the accountholder, the CDS would transfer a named quantity of Ordinary Voting Shares from the locked balance to the trading balance of the CDS Account and/or from the trading balance to the locked balance of the CDS Account.

For further clarifications, you may contact the Registrars to the Issue, Corporate Solutions Unit of Central Depository Systems (Pvt) Limited, Ground Floor, M & M Center, 341/5, Kotte Road, Rajagiriya on Telephone No: 0112356497.

9. DATES FOR THE RIGHTS ISSUE

(i) Subject to Shareholder approval being obtained as aforementioned, the date of provisional allotment shall be the same date as the Record Date, i.e. 6th October 2026 (which is the 2nd market date from and excluding the said EGM date). In allotting the shares provisionally, the shareholding as appearing in the CDS and the share ledger maintained by the Company Registrar, as at end of trading on the Record Date, will be processed separately.

(ii) The Company's Ordinary Shares shall trade ex-rights (XR) from the Market Day immediately following the date on which the related resolution is passed by the Shareholders at the EGM, i.e. 5th October 2026.

(iii) The Rights entitlement of the shareholders whose shares are held in CDS will be directly deposited to their CDS accounts within three (03) Market Days from and excluding the Record Date, i.e. 9th October 2026.

(iv) The Provisional Letters of Allotment, together with the Acceptance and Registration Form and Form of Application for Additional Shares, will be dispatched to Shareholders on 13th October 2026 (within 05 Market Days from and excluding the Record Date) by post, together with clear instructions for returning the completed applications together with the payment therefore. These forms will be made available on the CSE website as well.

(v) Rights trading period shall commence on the fourth (4th) market day from and excluding the date of making available the Provisional Letter of Allotment and shall continue throughout the period of renunciation.

(vi) The Rights Shares may be renounced to the CDS only. The period of renunciation shall not exceed Nine (09) Market Days and excluding the date of making available the Provisional Letters of Allotment.

(vii) The last date for acceptance and payment for Rights shall be 29th October 2026, being the twelfth (12th) Market Day from and excluding the date of making available the Letters of Provisional Allotment, i.e. 13th October 2026.

(viii) All incomplete application/s with incorrect details will be rejected.

(ix) Refunds in respect of rejected/partly rejected applications for Rights shall be paid as expeditiously as possible but not exceeding ten (10) Market Days from the last date of acceptance and payment. Applicants will be entitled to interest (the last quoted Average Weighted Prime Lending Rate (AWPLR) published by the Central Bank of Sri Lanka plus 5%) on refunds not made within this period. Refunds will be made by way of cheque, unless the applicant has provided accurate and complete details of his/her bank account in the application, in which event the Company shall make such payment thereto. SLIPS and a payment advice shall be issued to the applicant. Cheque payments will be dispatched to Shareholders by ordinary mail.

(x) In the event payments are received in the form of cheques, cheques received in respect of the rights may be banked on receipt and cheques received in respect of applications for additional rights shall be banked only after the last date of acceptance and payment.

10. DECLARATIONS IN RESPECT OF THE PROPOSED RIGHTS ISSUE

1. The CSE by the letter dated 2nd September 2026, has granted the approval in principle, in terms of Section 5.2 of the Listing Rules of the CSE, subject to other conditions as set out in the said letter, to issue and list the new securities.
2. Further, the Company confirms that no other regulatory approval is required for the proposed Rights Issue and its objectives, other than the approval of its Shareholders.
3. The listing of the new securities by the CSE will in no way be reflective of the merits of the issue. The CSE assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports included and nor any responsibility of omitted statements, undisclosed information and reports.
4. The Board of Directors of the Company collectively and individually accept full responsibility for the accuracy and completeness of the information given herein and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief that there are no other facts, and/or omission, which would render any statement in the Circular misleading.

11. NON-RESIDENT SHAREHOLDERS

Non-Resident Shareholders are required to make payments for Rights through their Inward Investment Account (IIA). More details will be set out in the Provisional Letter of Allotment which will be printed and dispatched to the Shareholders by the Registrar to the Issue upon the approval of the Rights Issue by the Shareholders at the EGM. These forms will be made available on the CSE website as well.

12. DIRECTORS' RECOMMENDATION

The Board of Directors of the Company recommends the Rights Issue in the manner aforesaid, for approval by the Shareholders at an EGM convened on the 2nd day of October 2026.

13. THE EGM

The EGM, in order to obtain approval of the Shareholders in respect of the proposed Rights Issue of Shares will be held as a Fully Virtual Meeting on the 2nd day of October 2026 at 10.30 a.m. The Notice convening the EGM will set out the requisite Resolutions to be passed by the Shareholders in order to give effect to the Rights Issue.

BY ORDER OF THE BOARD OF
KERNER HAUS GLOBAL SOLUTIONS PLC

Company Secretary
9 September 2026
Colombo

KERNER HAUS GLOBAL SOLUTIONS PLC
(COMPANY REGISTRATION NO.PQ 150)
No.111, T. B. Jayah Mawatha, Colombo 10, Sri Lanka

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Kerner Haus Global Solutions PLC (KHGS) will be held as a Fully Virtual Meeting on Friday, 2 October 2026 at 10.30 a.m. centered at No.36, Hyde Park Corner, Colombo 2 for the purpose of considering and if thought fit, passing the following resolutions.

RESOLUTION 1 - RIGHTS ISSUE OF ORDINARY VOTING SHARES

"IT IS HEREBY RESOLVED as an Ordinary Resolution that

(a) Kerner Haus Global Solutions PLC [KHGS] do issue upto Ten Million Five Hundred and Two Thousand Nine Hundred and Seventy Five (10,502,975) New Ordinary Voting Shares at Rupees Forty (LKR 40/-) per share by way of a Rights Issue to the registered Ordinary Voting Shareholders of the Company as at the end of trading on Record Date/Date of Entitlement, which is the 2nd Market Day from and excluding the EGM date in the proportion of One (01) New Ordinary Voting Share for Every Four (04) Existing Ordinary Voting Shares held by them, which price is in the opinion of the Board of Directors fair and reasonable to the Company and to the existing Shareholders, with the right to request for additional shares and the right to renounce only in favour of the Central Depository Systems (Pvt) Ltd (CDS).

(b) fractions of Rights Shares, if any arising pursuant to the application of the formula referred to on Page No 2 (Section 2) of the Circular to Shareholders dated 9 September 2026 shall be ignored for the allotment of rights and the rights entitlement of these fractional shares shall be pooled together and such pooled shares shall be make available for allotment at the same price to the respective Existing Shareholders who apply for additional rights shares (as the case may be) and at the discretion of the Board of Directors on a fair and reasonable basis;

(c) such rights shares not duly subscribed for partly or fully as at the last date of acceptance specified in the Provisional Letter of Allotment and/or where the Letter of Acceptance and Registration is rejected by the Company as invalid be deemed to have been declined and such declined shares shall be made available for allotment at the same price to the applicants of additional Rights and Board of Directors have the discretion to allot any remaining unsubscribed shares under the Rights Issue after fully allotting to all the applicants for Additional Rights, on a preferential basis either to the major shareholder [This can have an impact on the public holding percentage of KHGS as per Section 7.13 of the CSE Listing Rules and in such an event the major shareholder intends to take necessary action to rectify the holding to comply with the public holding requirement), or to any other existing shareholder/s on a fair and reasonable basis at the same price, so that it is fully subscribed; and

(d) the New Ordinary Voting Shares upon due subscription and final allotment and provided due payment has been received therefor, shall rank equal and pari passu in all respects with the existing issued and fully paid Ordinary Voting Shares of the Company, including the right to participate in any distribution declared or carried out by the Company pursuant to the final allotment of the new shares, which shall take place subsequent to the last date of acceptance and payment and shall thereupon for all purposes constitute an increase in the Stated Capital of the Company."

RESOLUTION 2 -

MAJOR TRANSACTION – ACQUISITION OF STRATEGIC REAL ESTATE ASSETS AND ACQUISITION OF PROPERTIES ON A LEASEHOLD BASIS

"IT IS HEREBY RESOLVED as a Special Resolution

THAT, subject to the provisions of the Companies Act No. 07 of 2007, the Listing Rules of the Colombo Stock Exchange, the Articles of Association of the Company and all other applicable laws and regulations, approval be and is hereby granted for Kerner Haus Global Solutions PLC [the Company] to undertake a Major Transaction/s involving the acquisition of strategic real estate assets and/or the acquisition of properties on a leasehold basis as part of the Company's growth strategy and investment objectives; and

THAT the Board of Directors be and is hereby authorized to identify, evaluate, negotiate, approve and complete such acquisitions and/or lease arrangements, either through one or more transactions, on such terms and conditions as the Board may deem fit and in the best interests of the Company."

By Order of the Board
Kerner Haus Global Solutions PLC

Company Secretary
9 September 2026
Colombo

NOTES:

1. *A Member who is entitled to attend and vote at the above-mentioned meeting is entitled to appoint a Proxy who need not also be a member to attend instead of him/her.*
2. *A Form of Proxy is enclosed herewith.*
3. *The completed proxy form should be deposited at the Registered Office of the Company at No.111, T B Jayah Mawatha, Colombo 10 not less than 48 hours before the time fixed for holding the meeting.*

FORM OF PROXY

I/We* ....

(NIC/Passport/Company Reg. No. ....) of ....

.... being a shareholder/s of KERNER HAUS GLOBAL SOLUTIONS PLC hereby appoint ....

.... (NIC/Passport No. ....) of

.... or failing him/her*

Mr. Sanjeev Edward Chittampalam Gardiner	or failing him*
Mr. Wannakuwatte Mitiwaduge Asela Indrajith Fernando	or failing him*
Mr. Dinesh Stephen Weerakkody	or failing him*
Ms. Sarrani Dominique Arseculeratne	or failing her*
Mr. Nirmal De Soysa Cooke	or failing him*
Ms. Dinusha Kumari Herath	or failing her*
Mr. Jason Thilaka Yatawara	or failing him*
Ms. Devundara Liyanage Manohari Sandamali Chandrasekera	

as my/our* proxy to represent and speak and vote as indicated hereunder for me/us* and on my/our* behalf at the Extraordinary General Meeting of the Company to be held on 2nd October 2026 and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

1. Ordinary Resolution

	For	Against
RESOLUTION 1 - RIGHTS ISSUE OF ORDINARY VOTING SHARES (as mentioned in the Notice of Meeting)		

2. Special Resolution

	For	Against
RESOLUTION 2 - MAJOR TRANSACTION – ACQUISITION OF STRATEGIC REAL ESTATE ASSETS AND ACQUISITION OF PROPERTIES ON A LEASEHOLD BASIS (as mentioned in the Notice of Meeting)		

In witness my/our hands this .... day of September, Two Thousand and Twenty Six.

....
Signature of Shareholder/s

*Please delete what is inapplicable.

Notes

1. A proxy need not be a shareholder of the Company
2. Instructions as to completion appear below.

Instructions for completion of the Form of Proxy

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy should be legibly entered in the Form of Proxy which should be duly signed and dated.

2. The completed Proxy should be deposited at the Registered Office of the Company, No.111, T B Jayah Mawatha, Colombo 10 by 10.30 a.m. on 30th September 2026.

3. The Proxy shall

   (a) In the case of an individual be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.

   (b) In the case of a company or corporate / statutory body either be under its Common Seal or signed by its Attorney or by an Officer on behalf of the Company or corporate / statutory body in accordance with its Articles of Association or the Constitution or the Statute. (as applicable)

4. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.

Membership No./CDS Account No/NIC

KERNER HAUS GLOBAL SOLUTIONS PLC

EXTRAORDINARY GENERAL MEETING TO BE HELD ON 2ND OCTOBER 2026

REGISTRATION OF SHAREHOLDER DETAILS

To: Company Secretary
Kerner Haus Global Solutions PLC
No.111, T. B. Jayah Mawatha
Colombo 10

1. Full Name of the Shareholder:
2. Shareholder's Address :
3. Shareholder's NIC No. / Passport No. / Co. Reg No. :
4. Shareholder's Contact No. (Residence/Mobile): 5. Email:

In the event a Proxy holder is appointed by the Shareholder, following details of his/her Proxy will also be required:

6. Name of the Proxy Holder:
7. Proxy holder's NIC No. / Passport No. / Co. Reg No.:
8. Proxy holder's Contact No. (Residence/Mobile): 9. Email:
10. Participation at the AGM Via an online platform: YES /NO
11. Name/s of Joint holder/s (If any) and NIC No/s.:

1) 2)

....	....	....
Shareholder's Signature	1st Joint holder's Signature	2nd Joint holder's Signature
Date :	Date :	Date :

Note:
- Shareholders are requested to provide their email address in the space provided in order to forward the web link if they wish to view the proceedings through an online platform.
- In the case of a Company/Corporation, the shareholder details form must be under its Common Seal or as permitted by the Articles of Association.
- In the case of a shareholder details form signed by an Attorney, the Power of Attorney must be deposited at the Registrars Office of the Company, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya not later than 48 hours before the time appointed for the Meeting.