

CIRCULAR TO THE SHAREHOLDERS

DISTILLERIES COMPANY OF SRI LANKA PLC

(THE "COMPANY") (PQ 112)

NO. 110, NORRIS CANAL ROAD, COLOMBO 10, SRI LANKA

Dear Shareholder/s,

THE THIRTY FIFTH ANNUAL GENERAL MEETING OF DISTILLERIES COMPANY OF SRI LANKA PLC FOR THE FINANCIAL YEAR ENDED 31st MARCH 2025

The Thirty Fifth (35th) Annual General Meeting (AGM) of DISTILLERIES COMPANY OF SRI LANKA PLC will be held virtually in the manner prescribed below.

A. GENERAL DETAILS

1. The AGM of DISTILLERIES COMPANY OF SRI LANKA PLC will be conducted from the "Mini Auditorium" of DCSL PLC at No.110, Norris Canal Road, Colombo 10, Sri Lanka at 10.00 a.m. on 17th September 2025.
2. The AGM will be held in accordance with the guidelines issued by the CSE for the hosting of a virtual AGM.
3. The Annual Report of the Company for the financial year ended 31st March 2025 will be available for perusal on the Company website on www.dcsigroup.com and the Colombo Stock Exchange website on www.cse.lk.
4. If you wish to receive a printed copy of the Annual Report of the Company for the financial year ended 31st March 2025, please complete and forward the Form of Request attached hereto (Annexure I) by post to Central Depository Systems (Private) Limited, Registrar Services and Corporate Actions Unit, No. 341/5, M & M Center, Kotte Road, Rajagiriya, Sri Lanka or e-mail to agm_egm_registrars@cse.lk or facsimile to + 94 11 2356444

B. SHAREHOLDERS' PARTICIPATION

1. The Shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
2. The shareholders may also appoint any other persons 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 via the online platform only.
3. The shareholders who wish to participate at the meeting will only be able to join the meeting through audio or audio visual means via the online platform. To facilitate this process, the shareholders are required to furnish the details of the shareholder and proxy holder, if any, by perfecting Annexure II to the circular to shareholders and forward same to vyjyanthi.corp@melsta.com, to reach the Company not less than five (05) days before the date of the meeting so that the meeting login information could be forwarded to the e-mail addresses so provided. Only shareholders or their duly appointed proxy holders are requested to log in to the virtual meeting platform 30 minutes prior to the time fixed for the meeting. The company shall not be responsible or liable for misuse and / or unauthorized use of login information.
4. To facilitate the appointment of proxies specified in B.1 and B.2 above, the Form of Proxy is attached with the Notice of Meeting. The duly filled Forms of Proxy should be sent to reach the Company via e-mail to vyjyanthi.corp@melsta.com or by post to the registered address of the Company No.110, Norris Canal Road, Colombo 10, Sri Lanka, not less than twenty-four (24) hours before the time fixed for the meeting.



CIRCULAR TO THE SHAREHOLDERS

C. SHAREHOLDERS QUERIES

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company, via e-mail to vyjayanthi.corp@melsta.com or facsimile +94 112698718 or by post to the registered address of the Company No.110, Norris Canal Road, Colombo 10, Sri Lanka not less than five (05) days before the date of the meeting. This is in order to enable the Company to compile the queries and forward same for the attention of the Board of Directors so that they could be addressed at the meeting.

For any further queries on this matter, please contact Ms. V. J. Senaratne Company Secretary of DISTILLERIES COMPANY OF SRI LANKA PLC during office hours,

Telephone :+94 11 2696098 or +94 77 7699431

E-mail: vyjayanthi.corp@melsta.com

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

BY ORDER OF THE BOARD OF

DISTILLERIES COMPANY OF SRI LANKA PLC



Ms. V. J. Senaratne

Company Secretary

Colombo, on this 25th day of August 2025

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the THIRTY FIFTH ANNUAL GENERAL MEETING OF DISTILLERIES COMPANY OF SRI LANKA PLC will be held as a virtual meeting at the "Mini Auditorium" Distilleries Company of Sri Lanka PLC, No. 110, Norris Canal Road, Colombo 10. Sri Lanka on 17th September 2025 at 10.00 a.m. for the following purposes.

1. To receive and consider the Annual Report of the Directors and the Financial Statements of the Company for the year ended 31st March 2025.
2. To re-elect as a Director, Mr. C.R. Jansz, who is over 70 years as a Director by passing the following resolution.
"That the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. C. R. Jansz who has attained the age of 72 and that he be re- elected a Director of the company."
3. To re-elect as a Director, Mr. N. J. de S. Deva Aditya who is over 70 years by passing the following resolution.
"That the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. N. J. de S. Deva Aditya who has attained the age of 77 and that he be re-elected a Director of the company."
4. To re-elect Dr. R. A. Fernando who retires in terms of Articles 32(ii) of the Articles of Association, as a Director of the Company
5. To elect Mr. A. Goonesekere in terms of Articles 32(ii) of the Articles of Association, as a Director of the Company.
6. To elect Mr. L. H. A. L Silva in terms of Articles 32(ii) of the Articles of Association, as a Director of the Company.
7. To elect Mr. L. U. D. Fernando in terms of Articles 32(ii) of the Articles of Association, as a Director of the Company.
8. To re-appoint M/s. KPMG, Chartered Accountants, as the Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be agreed by the Board of Directors and to audit the Financial Statements of the Company for the accounting period ending 31st March 2026 in terms of S. 158 of Companies Act No. 07 of 2007.
9. To approve the donations and contributions made by the Directors during the year under review, and to authorise the Directors to determine contributions to charities for the ensuing year.

Notes:

1. The Thirty Fifth (35th) Annual General Meeting of Distilleries Company of Sri Lanka PLC will be held as a virtual meeting by participants joining in person or by proxy, through audio or audio, visual means in the manner specified below.

I. Shareholder Participation

- a. The shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
- b. The shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate in the meeting through audio or audio visual means only.
- c. The shareholders who wish to participate at the meeting will be able to join the meeting through audio or audio visual means. To facilitate this process, the shareholders are required to furnish the details of the shareholder and proxy holder, if any, by perfecting Annexure II to the circular to shareholders and forward same to vyjayanthi.corp@melsta.com or facsimile +94 112698718 by post to reach the Secretary not less than five (05) days before the date of the meeting so that the meeting login information could be forwarded to the email address as provided. The circular to the shareholders will be posted to all the shareholders along with the Notice of meeting and the Form of Proxy.
- d. To facilitate the appointment of proxies, the Form of Proxy is attached hereto and the duly filled Form of Proxy should be sent to reach the Company Secretary via e mail vyjayanthi.corp@melsta.com or by post to the registered address of the company No. 110, Norris Canal Road, Colombo 10. Sri Lanka, not less than twenty-four (24) hours before the time fixed for the meeting.

NOTICE OF MEETING

II. Shareholder's queries

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company Secretary, via e-mail to vyjayanthi.corp@melsta.com or by post to the registered address of the company No 110, Norris Canal Road, Colombo 10, Sri Lanka not less than five (5) days before the date of the meeting. This is in order to enable the Company Secretary to compile the queries and forward same to the attention of the Board of Directors so that same could be addressed at the meeting.

2. The Annual Report of the Company for the financial year ended 31st March 2025 will be available for perusal of the Company website www.dcsigroup.com and the Colombo Stock Exchange website on www.cse.lk. Shareholder may also access the Annual Report on their electronic devices by scanning the below QR code.

By Order of the Board,



Ms. V. J. Senaratne

Company Secretary

Colombo, on this 25th day of August 2025

FORM OF PROXY

Folio No.

I/We.....

of being a shareholder/ shareholders of Distilleries Company of Sri Lanka PLC hereby appoint Don Hasitha Stassen Jayawardena* or failing him Cedric Royle Jansz* or failing him Niranjana Joseph de Silva Deva Aditya* or failing him Kolitha Jagath Kahanda* or failing him Don Stashani Therese Jayawardena* or failing her Mellawatantrige Anton Nirosan Sampath Perera* or failing him Ravindra Ajith Fernando* or failing him Ashoka Goonesekere* or failing him Lakshman Silva* or failing him Lintotage Udaya Damien Fernando* or failing him or

of As my /our* Proxy to attend, vote and speak at the Thirty Fifth (35th) Annual General Meeting of the Company will be held as a "Virtual Meeting" on 17th day of September 2025, at the "Mini Auditorium" DCSL, 110, Norris Canal Road, Colombo 10, Sri Lanka and at any adjournment thereof.

	For	Against
1. To receive and consider the Annual Report of the Directors and the Financial Statements of the Company for the year ended 31st March 2025.	☐	☐
2. To re-elect as a Director, Mr. C.R. Jansz, who is over 70 years as a Director by passing the following resolution. "That the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. C. R. Jansz who has attained the age of 72 and that he be re- elected a Director of the company."	☐	☐
3. To re-elect as a Director, Mr. N. J. de S. Deva Aditya who is over 70 years by passing the following resolution. "That the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. N. J. de S. Deva Aditya who has attained the age of 77 and that he be re-elected a Director of the company."	☐	☐
4. To elect Dr. R. A. Fernando who retires "in terms of Articles 32(ii)" of the Articles of Association, as a Director of the Company	☐	☐
5. To elect Mr. A. Goonesekere "in terms of Articles 32(ii)" of the Articles of Association, as a Director of the Company	☐	☐
6. To elect Mr. L. H. A. L. Silva "in terms of Articles 32(ii)" of the Articles of Association, as a Director of the Company	☐	☐
7. To elect Mr. L. U. D. Fernando in terms of Articles 32(ii) of the Articles of Association, as a Director of the Company.	☐	☐
8. To authorise the Directors to determine the remuneration of the Auditors, Messrs. KPMG who are deemed to have been reappointed as Auditors for year ended 31st March 2026 in terms of section 158 of the Companies Act No. 07 of 2007.	☐	☐
9. To approve the donations and contributions made by the Directors during the year under review, and to authorize the Directors to determine contributions to charities for the ensuing year	☐	☐

**Please delete the inappropriate words.*

**Please write your Folio Number which is given on the top left of the address sticker.*

.....
Signature of Shareholder

Dated thisday of.....2025

FORM OF PROXY

Notes:

1. Proxy need not to be a member of the company.
2. In terms of the Articles 20(III) of the Articles of Association of the Company A proxy shall be appointed by notice in writing signed
 - a) In the case of an individual, by the appointer or his attorney
 - b) In the case of a corporation, either under its common seal or by its attorney or by an officer on behalf of the corporation; and shall be addressed to the Chairman or the secretary. The notice of appointment shall state whether the appointment is for a particular meeting, or for a specified term.
3. In terms of the Articles 20(IV) of the Articles of Association of the Company

No proxy is effective in relation to a meeting, unless a copy of the instrument which contained the notice of appointment together with the duly executed power of attorney (if any) is submitted to the secretary not less than twenty-four (24) hours before the start of the meeting.
4. In terms of the Articles 22 of the Articles of Association of the Company

Where two (02) or more persons are registered as the holder of a share, the vote of the person named first in the share register and voting on a matter shall be accepted to the exclusion of the votes of the other joint holders. Where there are several executors or administrators of a deceased shareholder in whose sole name any shares are registered, any one of such executors or administrators may vote in respect of such shares unless any other of such executors or administrators is present at the meeting at which such a vote is tendered and objects to the vote. In such an event, a vote in relation to such shares on any a matter shall not be accepted unless all such executors or administrators agree thereto.
5. Instructions as to completion are noted overleaf.

FORM OF PROXY

Instructions as to completion

1. Kindly perfect the Form of Proxy by filling in the mandatory details required above, signing in the space provided and filing in the date of signature.
2. If the Form of Proxy is signed by an Attorney, the relative power of attorney should also accompany the proxy form for registration, if such power of attorney has not already been registered with the Company.
3. In the case of a Company / Corporation, the Form of Proxy shall be executed in the manner specified in the Articles of Association.
4. In the absence of any specific instructions as to voting, the proxy may use his/her discretion exercising the vote on behalf of this appointer.
5. Duly filled forms of proxy should be sent to reach the Company Secretary via e – mail to vyjayanthi.corp@melsta.com, or by post to the registered address of the Company No. 110, Norris Canal Road, Colombo 10. Sri Lanka, not less than twenty-four (24) hours before the time appointed for the holding of the meeting.

FORM OF REQUEST

Annexure I

To: Central Depository Systems (Private) Limited
Registrar Services and Corporate Actions Unit
No. 341/5, M & M Center, Kotte Road,
Rajagiriya, Sri Lanka

☐

 I would like to receive the printed version of the Annual Report of Distilleries Company of Sri Lanka PLC

Full Name of the Shareholder (as on the CDS account / Share Certificate)	
Folio Number	
Company Registration No. / NIC No./ Passport No.	
Address	
Contact No.	

.....
Signature

.....
Date

Note:

- (1) Please complete the Form of Request by filling in legibly the required information in **BLOCK LETTERS** signing in the space provided and filling in the date of signature.
 - (2) Please post the completed Form of Request to the Registrars at the address given above or email to **agm_egm_registrars@cse.lk** or **facsimile on +94 11 2356444**
 - (3) In the event the shareholder is a company the Form of request should be signed under Common Seal or by a duly authorized officer of the company in accordance with its Articles of Association.
- This report is entirely in English. If you require a translated copy of The Chairman’s Statement, Annual Report of the Board of Directors and The Auditor’s Report in Sinhala or Tamil, please make a request by letter addressed to the Secretary, Distilleries Company of Sri Lanka PLC, No. 110, Norris Canal Road, Colombo 10 before 10th day of September 2025.

FORM OF REQUEST

මෙම වාර්තාව සම්පූර්ණයෙන්ම පිළියෙල කර ඇත්තේ ඉංග්‍රීසි භාෂාවෙනි. ඔබට සහාපතිතුමාගේ පණිවුඩය, අධ්‍යක්ෂවරුන්ගේ වාර්ෂික වාර්තාව සහ විගණක වාර්තාව සිංහල හෝ දෙමළ භාෂාවෙන් සකසන ලද පරිවර්තනයක් අවශ්‍ය නම්, ඒ බව සමාගම් ලේකම්, ඩිස්ටිලරීස් කොම්පනි ඔෆ් ශ්‍රී ලංකා පීඑල්සී අංක 110, නොර්ස් කැනල් පාර, කොළඹ 10 යන ලිපිනයට 2025, සැප්තැම්බර් මස 10 වෙනි දිනට ප්‍රථම දන්වන්න.

இவ்வறிக்கை முழுமையாக ஆங்கிலத்தில் உள்ளது. தலைவரின் செய்தி, பணிப்பாளர் சபையின் வருடாந்த அறிக்கை, கணக்காய்வாளரின் அறிக்கை, ஆகியவற்றின் சிங்களம் அல்லது தமிழ் மொழிபெயர்ப்பு வேண்டுமாயின், தயவுசெய்து கடிதம் மூலம் பின்வரும் விலாசத்திற்கு, 2025 செப்டெம்பர் மாதம் 10ஆம் திகதிக்கு முன் அறிவிக்கவும்.
கம்பனி செயலாளர், டிஸ்டிலரீஸ் கம்பனி ஒப் ஸ்ரீலங்கா பி.எல்.சி,
இலக்கம் 110, நொரிஸ் கெனல் வீதி, கொழும்பு 10.

This report is entirely in English. If you require a translated copy of The Chairman's Message, Annual Report of the Board of Directors and The Auditor's Report in Sinhala or Tamil, please make a request by letter addressed to the Company Secretary, Distilleries Company of Sri Lanka PLC, No. 110, Norris Canal Road, Colombo 10, before 10th day of September 2025.

REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION

Annexure II

DISTILLERIES COMPANY OF SRI LANKA PLC 35th ANNUAL GENERAL MEETING

To: Company Secretary
Distilleries Company of Sri Lanka PLC
110, Norris Canal Road,
Colombo 10, Sri Lanka.

1. Full Name of the Shareholder/s

Primary 1 :

*Joint 2 :

*Joint 3 :

2. Shareholder/s Address :

3. NIC No. / Passport No. / Company Registration No. :

Primary 1 :

*Joint 2 :

*Joint 3 :

4. CDS Account No. :

5. Shareholder/s Contact No : Fixed Line: Mobile :

e-mail :

In the event Proxy holder is appointed by the shareholder following details of his/her proxy will also be required.

DETAILS OF PROXY HOLDER: (only if a proxy is appointed)

6. Name of the Proxy holder:

7. Proxy holder's NIC No / Passport No :

8. Proxy holder's Contact No : Fixed Line: Mobile :

e-mail :

I/We hereby certify that the details given above are true and accurate and are furnished for the purpose of enabling my/our online participation at the Annual General Meeting. I/We acknowledge that the Company shall have the right to disable my/our participation in the event the above information furnished are found to be incorrect or inconsistent with shareholding records

Shareholder's Signature/(s)

.....
Shareholder's Signature /Date

.....
*1st Joint Holder's Signature /Date

.....
*2nd Joint Holder's Signature /Date

**Strike out if not applicable*

**REGISTRATION OF SHAREHOLDER
DETAILS FOR ONLINE PARTICIPATION**

Instructions to shareholders

1. Shareholders are advised to complete the form legibly in order to facilitate their participation through the online platform.
2. The login information including the "Web Link" and password for participation at the Annual General Meeting through the online platform will be forwarded to the shareholders above noted e-mail address.
3. In the case of a company/corporation, the Registration Form must be signed under its common seal which should be affixed and attested in the manner prescribed by its Articles of Association.
4. In the case of the registration form signed by an Attorney, the power of attorney must be deposited at the registered office of the company for registration.
5. It is mandatory for the shareholder/s to provide the e-mail address in the space provided above in order to forward the login information to facilitate the online participation at the meeting.
6. Duly filled Registration of Shareholder Details Form should be sent to reach the Company via e-mail to vyjayanthi.corp@melsta.com or by post to the registered address of the Company No.110, Norris Canal Road, Colombo 10, Sri Lanka, not less than five (05) days before the date of the meeting.