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THE VIEWS, COMMENTS AND ADVICE OF THE BOARD OF DIRECTORS OF SIERRA CABLES PLC IN TERMS OF RULE 13(2) OF THE COMPANY TAKEOVERS AND MERGERS CODE OF 1995 (AS AMENDED) ON THE MANDATORY OFFER MADE BY BROWNS INVESTMENTS PLC TO THE SHAREHOLDERS OF THE COMPANY TO PURCHASE 233,248,008 ORDINARY VOTING SHARES OF SIERRA CABLES PLC

The Board of Directors of Sierra Cables PLC (the Company) in compliance with Rule 12(1) of the Takeovers and Mergers Code 1995 as amended in 2003, has obtained an independent valuation and advice from Moore Consulting (Private) Limited on 8th May 2025 on the Mandatory Offer document dated 24th April 2025 forwarded by Browns Investments PLC (BI) pursuant to their acquisition of 140,623,654 (26.16%) Ordinary Voting Shares (shares) at Rs. 12.30 on 20th March 2025; which together with the 163,580,768 (30.43%) shares held by Iconic Trust (Private) Limited (ITPL - wholly owned subsidiary of BI); and the 60,000 (0.01%) shares held by Mr. M A P N Weerasinghe, the Chief Executive Officer of BI, a Non-Executive Director of the Company and a Director of ITPL (being parties acting in concert with BI) constituting a total holding of 304,264,422 (56.60%) shares of Sierra Cables PLC.

The Board of Sierra Cables PLC is forwarding the said document in full to shareholders in compliance with the requirements of Rule 13(2) of the Takeovers and Mergers Code 1995 as amended in 2003. The rule also requires the Board of Sierra Cables PLC to give the shareholders of the company its Views, Comments and Advice on the Offer Document and the advice given by the independent advisor.

Accordingly, having examined the contents of the Independent Advice from Moore Consulting (Private) Limited attached hereto, and being of the view that the advice is objective and reasonable;

Having received the approval of the Securities & Exchange Commission of Sri Lanka, the Board of Directors of Sierra Cables PLC is in agreement with the opinion therein on the concluded valuation that:

"Based on the independent analysis, the offer price is within the range of LKR 9.90 to LKR 15.44 where our valuations were concluded. The values derived from all the methodologies are higher than the offer price of LKR 12.30 except the value derived from Discounted Cash Flows, P/B Multiple, and Adjusted Net Assets which are LKR 9.90, 9.74 and LKR 12.03 respectively.
In light of this information, we recommend that shareholders consider the following actions:

- Sell Shares in the Market: If the market price remains above LKR 12.30, shareholders are encouraged to sell their shares in the market to realize a better return.

- Accept the Offer: If the market price falls below LKR 12.30, shareholders may consider accepting the mandatory offer. It is also noteworthy to mention that the historical average share price till the date of incurring the obligation to make the mandatory offer (01st March 2024 to 20th March 2025) is LKR 14.30."

The Board of Directors is also of the view that shareholders should make a decision based on their own assessment of the mandatory offer and the independent valuation and wish to advise the shareholders that the final decision to accept or reject the offer rests entirely with the shareholder, and if in any doubt to seek advice from a suitably qualified independent professional.

Mr. D S K Amarasekara, Mr. M A P N Weerasingha and Mrs. V G S S Kotakadeniya refrained from participating in setting out Board's view on the offer to the shareholders at the meeting of the Board held on 29th April 2025 ; as they are interested parties in the transaction (as disclosed in the Offer document dated 24th April 2025)

By Order of the Board
SIERRA CABLES PLC

D S Panditha

Director
On this 8th May 2025

W D C H Jayathunga

Director

Sierra Cables PLC
Co.Reg.No : PQ 166
No. 39/1A, Galvarusa Road, Korathota, Kaduwela, Sri Lanka.
Tel: +94-(0) 114- 412000-4 Fax: +94-(0)-11-2770291 E-mail : info@sierracables.com Web : www.sierracables.com