

NOTICE OF MEETING - ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Seventh Annual General Meeting ('Meeting') of John Keells Holdings PLC (the 'Company') will be held as a virtual meeting on 26 June 2026 at 10.00 a.m.

The business to be brought before the Meeting will be to:

1. read the Notice convening the Meeting.
2. receive and consider the Annual Report and Financial Statements for the Financial Year ended 31 March 2026 with the Report of the Auditors thereon.
3. re-elect as a Director, Mr. D A Cabraal who retires in terms of Article 84 of the Articles of Association of the Company. A brief profile of Mr. D A Cabraal is contained in the Profiles section of the Annual Report.
4. re-elect as a Director, Mr. H M A Jayasinghe who retires in terms of Article 84 of the Articles of Association of the Company. A brief profile of Mr. H M A Jayasinghe is contained in the Profiles section of the Annual Report.
5. re-appoint Mr. M K Menon, who is 71 years of age, as a Director of the Company, for which the passing of the following resolutions are recommended:
 - a. "THAT in terms of Section 211 of the Companies Act No. 07 of 2007, the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. M K Menon, who is 71 years of age and that he be appointed a Director of the Company."
 - b. "THAT Mr. M K Menon be designated as an Independent Non-Executive Director of the Company in terms of Section 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange."

A brief profile of Mr. M K Menon together with the report of the Nominations and Governance Committee detailing the reason and rationale for its recommendation to re-appoint Mr. M K Menon, are attached to this Notice of Meeting. Mr. M K Menon's profile is also contained in the Profiles section of the Annual Report.
6. re-appoint the Auditors and to authorise the Directors to determine their remuneration.
7. consider any other business of which due notice has been given in terms of the relevant laws and regulations.

The Annual Report of John Keells Holdings PLC for 2025/26, is accessible via:

- (1) The Corporate Website – <https://www.keells.com/investor-relations/#latest-financials>
- (2) The Website of the Colombo Stock Exchange – <https://www.cse.lk/company-profile?symbol=JKH.N0000>
- (3) The following QR Code (accessible through mobile devices):



Should Members wish to obtain a hard copy of the Annual Report 2025/26, they may send a request to the Company by filling the Form of Request attached to the Form of Proxy. A printed copy of the Annual Report will be forwarded by the Company within eight (8) market days from the date of receipt of the request, subject to the circumstances prevailing at the time, unless collected in person.

By Order of the Board
John Keells Holdings PLC

A handwritten signature in black ink, appearing to read 'M. M. M.', written over a horizontal line.

Keells Consultants (Private) Limited
Secretaries

26 May 2026

NOTICE OF MEETING - ANNUAL GENERAL MEETING

NOTES:

- i. A Member unable to attend the Meeting is entitled to appoint a Proxy to attend and vote in their place.
- ii. A Proxy need not be a Member of the Company.
- iii. A Member wishing to vote by Proxy at the Meeting may use the Form of Proxy enclosed herein.
- iv. Members are encouraged to vote by Proxy, through the appointment of a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolutions to be taken up at the Meeting, in the Form of Proxy.
- v. In order to be valid, the completed Form of Proxy must be lodged at the Registered Office of the Company not less than 48 hours before the Meeting.
- vi. A vote can be taken on a show of hands or by a poll. If a poll is demanded, each share is entitled to one vote. Votes can be cast in person, by proxy or corporate representatives. In the event an individual Member and their Proxy holder are both present at the Meeting, only the Member's vote is counted. If the Proxy holder's appointor has indicated the manner of voting, only the appointor's indication of the manner to vote will be used.
- vii. Instructions as to attending the virtual Meeting are attached.

Report of the Nominations and Governance Committee on the proposed re-appointment of Mr. M K Menon as an Independent Non-Executive Director of John Keells Holdings PLC (the “Company”).

The Nominations and Governance Committee (the “Committee”), having regard to the strategic context within which the Company operates and the applicable regulatory requirements, submits this report and its recommendation to the Board and shareholders in respect of the proposed re-appointment of Mr. M. K. Menon as an Independent Non-Executive Director of the Company.

In evaluating this recommendation, the Committee has carefully considered a range of factors to ensure that the proposed appointment is in the best interests of the Company and its shareholders. The Committee’s deliberations have taken into account the following:

1. The current and future strategic priorities of the Company, including opportunities presented by the evolving business environment and the requirement for the Board to be equipped with Directors who possess the requisite expertise, foresight, and leadership capabilities.
2. Regulatory requirements and ensuring compliance under the Companies Act No. 7 of 2007 (Companies Act), specifically, Section 210 of the Act stipulates that individuals who have attained the age of seventy (70) years shall not be eligible for appointment as Directors unless such appointment is approved by a resolution of the shareholders under Section 211, declaring that the age limit shall not apply to the individual.
3. Compliance with the Colombo Stock Exchange Listing Rules, specifically the provisions on fitness and propriety, independence criteria, and the requirement for shareholder approval in the appointment of Independent Non-Executive Directors over the age of seventy (70) years.
4. Professional experience and leadership record of Mr. Menon, including insights into industry trends and governance which are regarded as valuable assets to the Board.
5. Board composition and diversity, including the overall composition of the Board to ensure that it reflects a balanced mix of qualifications, skills, experiences, diversity in perspectives, professional backgrounds, and industry knowledge which is critical to effective governance and to aligning the Board’s capabilities with the Company’s strategic direction.

Contribution Since Appointment

In forming its recommendation, the Committee has also considered Mr. Menon’s contribution to the Board since his appointment on 1 July 2025. During this period, Mr. Menon has demonstrated a strong capacity to add value through:

- thoughtful and independent contributions to Board deliberations, particularly on matters of strategy, risk, and long-term value creation;
- the application of sound judgment and practical insight, drawn from his extensive senior leadership experience, which has enhanced the quality and depth of Board discussions; and
- constructive engagement with both fellow Directors and Management, marked by an objective, balanced, and governance-focused approach.

The Committee is of the view that Mr. Menon’s presence has strengthened the Board’s collective effectiveness and has positively contributed to its oversight responsibilities over the past year.

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Committee Recommendation and Rationale

The Committee is satisfied that, notwithstanding that Mr. M K Menon has attained the age of seventy-one (71) years, he continues to possess the expertise, strategic acumen, independence of mind, and capacity required to discharge the responsibilities of an Independent Non-Executive Director effectively.

In reaching this conclusion, the Committee has reviewed the relevant provisions of the Companies Act and the Listing Rules and has determined that, save for the age-related criterion, Mr. Menon meets all applicable statutory and regulatory requirements. The Committee has also considered Mr. Menon's written declaration confirming his compliance with the fit and proper and independence criteria and affirming that no relationships or interests exist that could impair his independence.

Having regard to his demonstrated performance since appointment, ongoing ability to contribute meaningfully, and the importance of continuity and experience at Board level, the Committee is of the view that Mr. Menon's reappointment is in the best interests of the Company and its shareholders.

Accordingly, the Committee recommends the reappointment of Mr. M. K. Menon as an Independent Non-Executive Director of the Company, subject to the requisite shareholder approvals as required under the Companies Act and the Listing Rules.

Profile - Madhavan Karunakaran Menon

Mr. Madhavan Karunakaran Menon served with the Thomas Cook Group for 25 years, beginning in 2000 as Executive Director responsible for the Foreign Exchange business. He was appointed Managing Director in January 2006, Chairman & Managing Director in January 2016, and Executive Chairman in July 2023. He retired from the position of Executive Chairman in May 2025, marking the culmination of his distinguished tenure with the Thomas Cook Group.

Mr. Menon completed his MBA from George Washington University and undergraduate degree from American University of Beirut.

Mr. Menon has a varied background, having commenced his career in banking and financial services at Grindlays Bank, Citibank and Emirates Bank and at Birla Sun Life Asset Management Company.

During his tenure, Thomas Cook India has made several acquisitions, noteworthy being Kuoni's Destination Management Specialists across 17 countries and acquisition of Digiphotography Entertainment Imaging (DEI) (one of the world's leading imaging solutions and services providers). Additionally, he facilitated the purchase of the Thomas Cook Brand in 2018.

Thomas Cook (India) Limited (TCIL) is the leading omnichannel travel company in the country offering a broad spectrum of services including Foreign Exchange, Corporate Travel, MICE, Leisure Travel, Value Added Services and Visa Services. It operates leading B2C and B2B brands including Thomas Cook, SOTC, TCI, SITA, Asian Trails, Allied TPro, Australian Tours Management, Desert Adventures, Travel Circle International Limited (TCI 勝景), Sterling Holiday Resorts Limited, Distant Frontiers, TC Tours, DEI, Go Vacation, Private Safaris East & South Africa. As one of the largest travel service provider networks headquartered in the Asia-Pacific region, the Thomas Cook India Group spans 28 countries across 5 continents.

FORM OF PROXY - ANNUAL GENERAL MEETING

I/We..... of
.....
.....being a member/s of John Keells Holdings PLC hereby appoint
.....of
.....or failing him/her

MR. KRISHAN NIRAJ JAYASEKARA BALENDRA	or failing him
MR. JOSEPH GIHAN ADISHA COORAY	or failing him
MR. DAMIEN AMAL CABRAAL	or failing him
DR. SHRIDHIR SARIPUTTA HANSA WIJAYASURIYA	or failing him
DR. SHARMINI AMRITA COOREY	or failing her
MR. DEVENI VIDANALAGE RENUK SUREN FERNANDO	or failing him
MR. HECTOR MANIL ANTHONY JAYESINGHE	or failing him
MS. RUCHIRA SHUKLA	or failing her
MR. MADHAVAN KARUNAKARAN MENON	

as my/our proxy to represent me/us and vote on my/our behalf at the Forty Seventh Annual General Meeting of the Company to be held on 26 June 2026 at 10.00 a.m., and at any adjournment thereof, and at every poll which may be taken in consequence thereof.

I/We, the undersigned, hereby direct my/our proxy to vote for me/us and on my/our behalf on the specified Resolution as indicated by the letter "X" in the appropriate cage:

	For	Against	Abstained
To re-elect as a Director, Mr. D A Cabraal, who retires in terms of Article 84 of the Articles of Association of the Company.	☐	☐	☐
To re-elect as a Director, Mr. H M A Jayesinghe who retires in terms of Article 84 of the Articles of Association of the Company.	☐	☐	☐
To re-appoint as a Director, Mr. M K Menon who is 71 years of age, in terms of Section 211 of the Companies Act No 07 of 2007 and that the age limitation under Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. M K Menon.	☐	☐	☐
To designate Mr. M K Menon as an Independent Non- Executive Director of the Company in terms of Section 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange.	☐	☐	☐
To re-appoint the Auditors and to authorise the Directors to determine their remuneration.	☐	☐	☐

Signed on this day of Two Thousand and Twenty-Six.

.....
Signature/s of Shareholder/s

NOTE:

INSTRUCTIONS AS TO THE COMPLETION OF THE FORM OF PROXY ARE NOTED ON THE REVERSE.

FORM OF PROXY - ANNUAL GENERAL MEETING

INSTRUCTIONS AS TO COMPLETION OF FORM OF PROXY

- 1. Please perfect the Form of Proxy by filling in legibly your full name and address, signing in the space provided and filling in the date of signature.
- 2. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 117, Sir Chittampalam A. Gardiner Mawatha, Colombo 2, or e-mailed to *keellsconsultants@keells.com* no later than 48 hours before the time appointed for the convening of the Meeting.
- 3. If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney should accompany the completed Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
- 4. If the appointor is a company or corporation, the Form of Proxy should be executed under its Common Seal or by a duly authorised officer of the company or corporation in accordance with its Articles of Association or Constitution.
- 5. If this Form of Proxy is returned without any indication of how the person appointed as Proxy shall vote, then the Proxy shall exercise their discretion as to how they vote or, whether or not they abstain from voting.

Please fill in the following details:

Name :

Address :
.....
.....

Jointly with :

Share Folio No. :

NIC No. :

INSTRUCTIONS FOR REGISTRATION AND PARTICIPATION AT THE VIRTUAL ANNUAL GENERAL MEETING

JOHN KEELLS HOLDINGS PLC

INSTRUCTIONS FOR REGISTRATION AND PARTICIPATION OF SHAREHOLDERS AT THE VIRTUAL ANNUAL GENERAL MEETING OF JOHN KEELLS HOLDINGS PLC (THE 'COMPANY') HELD THROUGH AUDIO/VISUAL MEANS ON 26 JUNE 2026 AT 10.00 A.M.

Dear Shareholder,

The Board of Directors of the Company, having taken into consideration the guidelines issued by the Colombo Stock Exchange ('CSE') on holding virtual shareholder meetings through audio/visual means and in conformity with the regulatory provisions of the Articles of Association of the Company, have decided to hold the Annual General Meeting ('AGM' or 'Meeting') of the Company as a virtual meeting through audio/visual means using an online platform in the manner set forth below.

1. Shareholders who wish to participate in the AGM through the online platform are required to complete and forward the 'Shareholder/Proxyholder Registration Form' annexed to this document as Annexure 1 together with a copy of the National Identity Card or Passport of the Shareholder/Proxyholder (if a Proxy is appointed) by registered post to the registered office of the Company or email it to keellsconsultants@keells.com, not less than 48 hours before the convening of the AGM.

Shareholders are required to mandatorily provide their email address (or the email address of the Proxyholder) in the space provided in Annexure 1, in order to forward the weblink, if they wish to participate in the AGM through the online platform.

- (a) The registered Shareholders/Proxyholders are requested to join the AGM only on the digital platform through the weblink sent by the Company.
 - (b) Alongside the confirmation of registration at the virtual AGM, Shareholders and Proxyholders will be provided with the contact details of the Company's IT team for any technical assistance or queries related to joining and participating in the virtual meeting.
2. Shareholders who wish to submit proxies can duly complete the Form of Proxy as per the instructions given on the reverse of the Form of Proxy and send the same by registered post to the registered office of the Company or email it to keellsconsultants@keells.com, not less than 48 hours before the convening of the AGM.
3. Shareholders who wish to appoint a member of the Board of Directors as their Proxy to represent them at the AGM, may do so by completing the Form of Proxy with their voting preferences marked against each resolution to be taken up at the AGM.
4. It is recommended that Shareholders/Proxyholders join the AGM at least fifteen (15) minutes before the start of the AGM. The digital platform will be active thirty (30) minutes before the start of the AGM.
5. Voting on items listed on the Agenda will be registered by using an online platform. Shareholders/Proxyholders will be briefed on the procedure for voting prior to the commencement of the AGM.
6. All Shareholders/Proxyholders speaking at the AGM to vote, seek clarification or make a comment relevant to the AGM are required to identify themselves when speaking at the AGM.
7. Any Shareholder can forward their queries and clarifications relevant to the AGM, by registered post to the registered office of the Company or email to investor.relationships@keells.com, not less than three (3) days before the convening of the AGM. Responses in respect of such queries and clarifications may be made before or during the course of the Meeting.
8. The date fixed for the AGM will not be affected even if a public holiday or curfew is declared on such date, as the AGM will be held virtually. In the event any further action is required to be taken by the Company in relation to the AGM, notification of such change would be by way of an announcement to the CSE.

By Order of the Board

John Keells Holdings PLC



Keells Consultants (Private) Limited
Secretaries

26 May 2026

JOHN KEELLS HOLDINGS PLC

47th ANNUAL GENERAL MEETING FOR THE YEAR ENDED 31 MARCH 2026

To: John Keells Holdings PLC
117, Sir Chittampalam A. Gardiner Mawatha,
Colombo 2.

Full Name of the Shareholder:.....

Shareholder's Address:.....

Shareholder's NIC No./Passport No./Co. Reg. No.:

Shareholder's Contact Nos: Residence:..... Mobile:.....

Shareholder's Email Address:.....

IF PROXY IS APPOINTED

Full Name of Proxyholder:.....

Proxyholder's NIC No./Passport No:

Contact Number: Residence:..... Mobile:.....

Proxyholder's Email Address:.....

.....
Shareholder's Signature

.....
Date

Notes:

- Please perfect the Registration Form by filling in legibly your full name, address, email, contact number and in the event a Proxy is appointed, the full details of the person appointed as Proxy, signing in the space provided and filling in the date of signature.
- If the Registration Form is signed by an Attorney, the relevant Power of Attorney should accompany the completed Registration Form, if such Power of Attorney has not already been registered with the Company.
- If the Shareholder is a company or corporation, the Registration Form should be executed under its Common Seal or by a duly authorised officer of the company or corporation in accordance with its Articles of Association or Constitution.

SUBMISSION OF THE ANNUAL REPORT TO SHAREHOLDERS

John Keells Holdings PLC

(Company No PQ 14)

117, Sir Chittampalam A. Gardiner Mawatha, Colombo 2, Sri Lanka.

Dear Shareholder,

The Annual Report of John Keells Holdings PLC for 2025/26 is available via the below links and QR Code:

- (1) The corporate Website - <https://www.keells.com/investor-relations/#latest-financials> ; and
- (2) The Website of the Colombo Stock Exchange (CSE) - <https://www.cse.lk/company-profile?symbol=JKH.N0000>
- (3) By scanning the QR code alongside (accessible through mobile devices):



If you wish to have a printed copy of the Annual Report posted:

Kindly send a scanned copy of the completed Form of Request provided overleaf via e-mail to investor.relations@keells.com

You could also fax the completed Form of Request to fax number +94 11 230 6160, or post to -

Corporate Finance and Strategy Division,
John Keells Holdings PLC
117, Sir Chittampalam A. Gardiner Mawatha,
Colombo 2,
Sri Lanka.

The printed Report will be forwarded within eight (8) market days, subject to the prevailing circumstances at the time, from the date of receipt of the request.

Alternatively, you could collect a hard copy of the Annual Report from the Registered Office of the Company (from the Company Secretaries). Please see instructions overleaf.

Please contact the Investor Relations team on +94 11 230 6170 during normal office hours (8.30 a.m. – 4.30 p.m.) or email – investor.relations@keells.com – if you have any queries on this matter.

Yours faithfully,

For John Keells Holdings PLC

Keells Consultants (Private) Limited
Secretaries

26 May 2026

FORM OF REQUEST

TO: Corporate Finance and Strategy Division,
John Keells Holdings PLC
117, Sir Chittampalam A. Gardiner Mawatha,
Colombo 2,
Sri Lanka.

REQUEST FOR A PRINTED VERSION OF THE 2025/26 ANNUAL REPORT OF JOHN KEELLS HOLDINGS PLC

I wish to request a printed version of the 2025/26 Annual Report of John Keells Holdings PLC.

The preferred method of collection, is indicated below as specified by the letter 'X' in the appropriate cage:

Collection, in person, from the Registered Office of the Company.
(Please collect from the Company Secretaries) ☐

Handover to the bearer of this Form of Request, which is duly filled and signed, from the Registered Office of the Company.
(Please collect from the Company Secretaries) ☐

Please mail it to my address given below. ☐

My details are as follows:

Full Name of Shareholder	
Address	
Contact Number	
Share Folio No.	
NIC No.	
E-mail	

.....
Date

.....
Signature

ANNUAL REPORT 2025/26, FEEDBACK FORM

We would greatly appreciate any feedback that you may wish to provide on our Integrated Annual Report. You can send us feedback by:

- Emailing us a scanned copy of the completed Feedback Form to investor.relations@keells.com
- Faxing the completed Form to fax number +94 11 230 6160
- Posting the Form to - Corporate Finance and Strategy Division, John Keells Holdings PLC, 117, Sir Chittampalam A. Gardiner Mawatha, Colombo 2, Sri Lanka.
- Fill in the same form through Microsoft Forms using the following link – <https://forms.office.com/r/YNZM2Y1UHw>



1. Personal details (optional)

Name _____

Organisation _____

Telephone _____ Email address _____

Postal address _____

2. What's the nature of your interest/association with John Keells Holdings PLC?

- ☐ Shareholder/Investor
- ☐ Employee
- ☐ Community
- ☐ Media/Analyst
- ☐ Industry Peer
- ☐ NGO/Pressure Group
- ☐ Customer
- ☐ Supplier/Business Partner
- ☐ Regulatory body
- ☐ Other (Please specify) _____

3. How did you become aware of our Report?

- ☐ Delivered in electronic form
- ☐ Printed form
- ☐ Company Website
- ☐ Colombo Stock Exchange
- ☐ Other (Please specify) _____

4. Have you been aware of/had access to our previous Report(s)?

Yes ☐ No ☐

5. Do you think sufficient details with regard to the financial performance of the Group were covered in the Annual Report?

Yes ☐ No ☐

6. Do you think sufficient details with regard to the non-financial performance of the Group, especially on environmental, social and governance (ESG) aspects were covered in the Annual Report?

Yes ☐ No ☐

7. Do you think that we have clearly identified the Company's issues of concern?

Yes ☐ No ☐

8. After reading the Report, were you able to get a clear/better sense of how John Keells Holdings PLC is dealing with issues of concern?

Yes ☐ No ☐

9. Indicate the main areas of interest in the Report:

- ☐ Governance
- ☐ Discussions on the forms of Capital
- ☐ Industry Group Review
- ☐ Outlook
- ☐ Financial Information
- ☐ Other (Please specify the sub section) _____

10. Are you satisfied with regard to the relevancy of information?

Yes ☐ No ☐

11. Rate the Report

☐ Poor ☐ Satisfactory ☐ Good ☐ Excellent

12. Do you have any other comments / feedback / suggestions for the improvement of the Report?
