

Notice of Annual General Meeting

Kotmale Holdings PLC

Notice is hereby given that the Fifty Eighth Annual General Meeting ("AGM" or "Meeting") of Kotmale Holdings PLC (the "Company") will be held at The Institute of Chartered Accountants of Sri Lanka, No. 30A, Malalasekara Mawatha, Colombo 07 on Tuesday, 22 July 2025, at 8.30am and the business to be brought before the meeting will be:

To Read the Notice convening the meeting

1. To receive and consider the Annual Report of the Directors and the Financial Statements for the year ended 31 March 2025, with the Report of the Auditors thereon.
2. To re-elect as a Director, Mr D S Jayawardhana, who retires by rotation in terms of the Company's Articles of Association and being eligible offers himself for re-election.
3. To reappoint as a Director, Mr P P Edirisinghe, who was appointed on 20 May 2025 and, also retires in terms of the Company's Articles of Association and being eligible offers himself for reappointment.
4. To reappoint Director, Mr A D B Talwatte, who retires in terms of Section 210 (2) (a) of the Companies Act No. 07 of 2007 having surpassed seventy years of age and offers himself for reappointment in terms of Section 211 (1) and (2) of the Companies Act No. 07 of 2007 with the unanimous support of the other Directors.
5. a. To reappoint Director, Mrs C I Malwatte, who retires in terms of Section 210 (2) (a) of the Companies Act No. 07 of 2007 having surpassed seventy years of age and offers herself for reappointment in terms of Section 211 (1) and (2) of the Companies Act No. 07 of 2007.
b. Mrs C I Malwatte be designated as an Independent Director in terms of Rule No. 9.8.3.(ix) of the Listing Rules of the Colombo Stock Exchange.

Ordinary resolution (i)

"Resolved that Mr A D B Talwatte, a retiring Director, who has attained the age of seventy years be and is hereby reappointed a Director of the Company and it is hereby declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the appointment of the said Director",

Ordinary resolution (ii)

"Resolved that Mrs C I Malwatte, a retiring Director, who has attained the age of seventy years be and is hereby reappointed a Director of the Company and it is hereby declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the appointment of the said Director",

Ordinary resolution (iii)

"Resolved that Mrs C I Malwatte, 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"

The justification and rationale for the recommendation to appoint Mrs C I Malwatte are comprehensively presented in the Nominations and Governance Committee Report, contained in the Annual Report.

6. To authorise the Directors to determine contributions to charities for the financial year 2025/26.
7. To authorise the Directors to determine the remuneration of the Auditors, Messrs. KPMG, who are deemed reappointed as Auditors at the Annual General Meeting of the Company in terms of Section 158 of the Companies Act No. 07 of 2007.

The Annual Report of Kotmale Holdings PLC for the year ended 31 March 2025 is accessible via:

- (1) Corporate Website - <https://www.cargillsceylon.com/kotmale-holdings-plc/>
- (2) The Colombo Stock Exchange - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=LAMB.N0000>
- (3) The following QR code



Should members wish to obtain a hard copy of the Annual Report 2024/25, 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, subject to the prevailing circumstances at the time, from the date of receipt of the request.

For clarification on how to download and/or access the Annual Report and Financial Statements, please contact Mr Fernando on +94 11 749 6403 during normal office hours (8.30am to 5.00pm).

By Order of the Board

Kotmale Holdings PLC

A handwritten signature in black ink, appearing to read 'H S Ellawala', is written over a horizontal line. There is a circular stamp or mark above the signature.

H S Ellawala
Company Secretary
27 June 2025

Notes:

- (i) A member is unable to attend the Meeting is entitled to appoint a Proxy to attend and vote in his or her place.
- (ii) The 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) 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.