KOTAGALA PLANTATIONS PLC

(Company No. PQ 174)

C/o. Corporate Managers and Secretaries (Private) Limited
8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1.

28th August 2026.

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

THIRTY THIRD ANNUAL GENERAL MEETING

It has been decided to hold the Thirty Third Annual General Meeting of the Company as a Virtual Meeting on 25th September 2026 at 10.00 a.m. via an online meeting platform in accordance with the Articles of Association of the Company and in line with the guidelines issued by the Colombo Stock Exchange (CSE) on the Conduct of Virtual Meetings.

Apart from the Routine Business to be transacted at the Annual General Meeting, the Board of Directors also wish to take up under Special Business at the said Meeting the proposed amendment to the Articles of Association as specified in the Notice of Meeting.

The Notice of Meeting, Form of Proxy, Form of Request and the Registration Form for the Thirty Third Annual General Meeting of the Company are enclosed herewith.

Shareholders who wish to participate at the meeting via Online Platform are kindly requested to complete and return the Registration Form which is attached to this Circular and uploaded on the Colombo Stock Exchange website, to reach the Registered Office of the Company's Secretaries, Corporate Managers and Secretaries (Pvt) Ltd, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, or via e-mail to KOTAAGM2026@CMSL.LK at least 3 days prior to the date of the Meeting. Upon receipt of the duly completed Registration Form the Company's Secretaries will email the Virtual Meeting login information to the eligible Shareholders or their duly nominated Proxies to enable them to join the meeting.

If a Shareholder/Proxy holder intends joining the Virtual AGM via a smart phone, it is necessary for him/her to download the "Zoom Mobile App" onto his/her smart phone. Similarly, if the Shareholder/Proxy holder wishes to join the meeting via a desktop computer, the link could be opened by downloading the "Zoom Desktop App" to the respective desktop computer.

Please be advised that the Annual Report of the Company for the Financial Year ended 31st March 2026 is available on the CSE website:-
https://www.cse.lk/company-profile?symbol=KOTA.N0000

In the event you require assistance in downloading or accessing the website, kindly contact Mr. Jehan Ratnakumar on 0 11 2344485 -9 or e-mail jehan@cmsl.lk any time between 9.00 a.m. and 4.00 p.m. on any working day.

If you wish to receive a printed copy of the Annual Report, please send your written request by returning the duly completed Form of Request which is also available on the aforesaid CSE website to reach us at the Registered Address of the Company's Secretaries as mentioned above or e-mail same to KOTAAGM2026@CMSL.LK . The printed copy will be forwarded within eight (8) market days from the receipt of the written request provided there is no disruption in the postal service.

If you have any queries in obtaining a printed copy of the Annual Report, please contact the following officials any time between 9.00 a.m. and 4.00 p.m. on any working day.

Name	Contact No.	e-mail
Ms. Monisha Selvam	0112344485-9	monisha@cmsl.lk
Ms. Shifa Farook	0112344485-9	shifa@cmsl.lk
Ms. Veniza John Kennedy	0112344485-9	veniza@cmsl.lk

Further, if shareholders who are unable to participate at the Meeting wish to raise any queries, such queries could be sent in writing to the Company's Secretaries via e-mail to KOTAAGM2026@CMSL.LK or by post to the Registered Office of the Company Secretaries as mentioned above not less than five (5) days before the date of the Meeting. This is in order to enable the Company Secretaries to compile the queries and forward same to the attention of the Board of Directors so that same could be addressed at the Meeting.

Shareholders who are unable to attend may complete and return the Form of Proxy to reach the Registered Office of the Company's Secretaries not later than 48 hours before the time fixed for the holding of the Meeting.

By Order of the Board,
KOTAGALA PLANTATIONS PLC
CORPORATE MANAGERS AND SECRETARIES (PVT) LIMITED
Secretaries

KOTAGALA PLANTATIONS PLC

(Company No. PQ 174)

NOTICE OF MEETING

Notice is hereby given that the Thirty Third Annual General Meeting of Kotagala Plantations PLC will be held on 25th September 2026, at 10.00 a.m. and conducted as a Virtual Meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01 for the following purposes, namely;

1. To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2026 with the Report of the Auditors thereon.

2. To re-elect as a Director Mr. K.G. Punchihewa who retires in accordance with Articles 92 and 93 of the Articles of Association.

3. To reappoint Mr. S.D.R. Arudpragasam who is over seventy years of age as a Director. Special Notice has been received from a Shareholder of the intention to pass a resolution which is set out below in relation to his reappointment. (see Note No. 6)

4. To reappoint Mr. S.S. Poholiyadde who has attained the age of seventy years as a Director. Special Notice has been received from a Shareholder of the intention to pass a resolution which is set out below in relation to his reappointment. (see Note No. 7)

5. To authorise the Directors to determine contributions to charities.

6. To re-appoint as Auditors, KPMG, Chartered Accountants and to authorise the Directors to determine their remuneration.

7. Special Business:

   To consider and if thought fit to pass the following Special Resolution to amend the Articles of Association of the Company in the manner following;

   Special Resolution

   Resolved –

   "That the existing Article 32 be deleted and the following be substituted therefor:

   32. The company shall not register more than three persons as joint holders (including the principal holder) of any shares, except in the case of executors, administrators, or heirs of a deceased member."

By Order of the Board,
CORPORATE MANAGERS AND SECRETARIES (PRIVATE) LTD.
Secretaries

Colombo

28th August, 2026

Notes:

1. A member of the Company who is entitled to attend and vote may appoint a proxy to attend and vote instead of him or her. A proxy need not be a member of the Company.

2. A Form of Proxy is enclosed for this purpose.

3. The instrument appointing a proxy must be deposited at the Registered Office of the Company's Secretaries, Corporate Managers and Secretaries (Private) Limited at No.8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, not less than forty-eight hours before the time fixed for the meeting.

4. Members are encouraged to vote by Proxy through the appointment of a member of the Board of Directors to represent them and vote on their behalf. Members are advised to complete the Form of Proxy and their voting preferences on the specified resolutions to be taken up at the meeting and submit the same to the Company Secretaries in accordance with the instructions given on the reverse of the Form of Proxy.

5. Please refer the "Circular to Shareholders" dated 28th August, 2026 for further instructions relating to the Annual General Meeting and for joining the Meeting virtually.

6. Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting:
   Resolved –
   "That Mr. S.D.R. Arudpragasam who is seventy five years of age be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No.7 of 2007 shall not apply to the said Director, Mr. S.D.R. Arudpragasam."

7. Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting:
   Resolved –
   "That Mr. S.S. Poholiyadde who has attained the age of seventy years be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No.7 of 2007 shall not apply to the said Director, Mr. S.S. Poholiyadde."

KOTAGALA PLANTATIONS PLC

Company No. PQ 174

FORM OF PROXY

I/We* .... of

....

....

being a member/ members* of Kotagala Plantations PLC, hereby appoint ....

.... of ....

.... whom failing

1.	Sri Dhaman Rajendram Arudpragasam	of Colombo or failing him
2.	Sunil Somindranath Poholiyadde	of Colombo or failing him
3.	Anushman Rajaratnam	of Colombo or failing him
4.	Kowdu Mohideen	of Colombo or failing him
5.	Kamal Gardiye Punchihewa	of Colombo or failing him
6.	Shrihan Blaise Perera	of Colombo or failing him
7.	Dr. Laksman Saman Kumara Hettiarachchi	of Colombo

as my/our *proxy to represent me/us*,and to vote as indicated hereunder for me/us* and on my/our* behalf at the Thirty Third Annual General Meeting of the Company to be held on 25th September 2026 at 10.00 a.m. and at any adjournment thereof and at every poll which may be taken in consequence thereof.

		For	Against
1.	To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2026 with the Report of the Auditors thereon		
2.	To re-elect Mr. K.G. Punchihewa as a Director		
3.	To re-appoint Mr. S.D.R. Arudpragasam as a Director		
4.	To re-appoint Mr. S.S. Poholiyadde as a Director		
5.	To authorise the Directors to determine contributions to charities.		
6.	To re-appoint as Auditors, KPMG, Chartered Accountants and to authorise the Directors to determine their remuneration.		
7.	Special Business: To amend the Articles of Association of the Company as set out in the Notice of Meeting.		

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

....

Signature(s)

Note: *Please delete the inappropriate words.

1. A Proxy need not be a member of the Company.
2. If no words are struck out or there is in view of the Proxy doubt (by reason of the way in which the instructions contained in the Form of Proxy have been completed) as to the way in which the Proxy should vote, the Proxy will vote as he thinks fit.
3. Instructions as to completion are noted on the reverse hereof.

INSTRUCTIONS AS TO COMPLETION

1. Please write legibly, your name, address and date, and sign in the space provided.

2. The completed Form of Proxy should be received at the Registered Office of the Company's Secretaries, Corporate Managers and Secretaries (Pvt) Ltd at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, not less than 48 hours before the time appointed for the holding of the meeting.

3. In the case of a Company/Corporation, this Form of Proxy shall be executed either under its Common Seal or by its Attorney or by an Officer on behalf of such Company/ Corporation duly authorised in writing.

4. In the case of Proxy signed by an Attorney, the relevant Power of Attorney must be deposited at the Registered Office of the Company's Secretaries for registration.

KOTAGALA PLANTATIONS PLC

Company No. PQ 174

FORM OF REQUEST

To : **Kotagala Plantations** PLC
C/o. Corporate Managers and Secretaries (Private) Limited
8-5/2, Leyden Bastian Road,
York Arcade Building
Colombo 1.

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT OF KOTAGALA PLANTATIONS PLC - 2025/2026

With reference to your Circular dated 28th August 2026, I/We wish to request for a printed copy of the Annual Report of Kotagala Plantations PLC for the Financial Year 2025/2026.
My/Our details are as follows -

Full Name of Shareholder : ....

....

NIC/Passport/Co. Reg. No. : ....

Folio No. indicated in the address label : ....

Address : ....

....

....

Contact Number : ....

E-mail address : ....

....
Signature Date

Notes:

- Please complete the Form of Request by filling in legibly the required information, signing in the space provided and filling in the date of signature. In the case of Joint Holders the Form of Request may be executed by the Registered Principal Holder.
- In the event the Shareholder is a Company, the Form of Request should be signed under its Common Seal or by a duly Authorized Officer of the Company in accordance with its Articles of Association.

KOTAGALA PLANTATIONS PLC

Company No. PQ 174

REGISTRATION FORM

Participation at the 33rd Annual General Meeting (AGM) of Kotagala Plantations PLC to be held on 25th September 2026 at 10.00 a.m. and conducted as a virtual meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder : ....

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

CDS Account No. : ....

Folio No. indicated in the Address Label : ....

Residential Address : ....

Telephone No/s : ....

Email : ....

Full Name of 01st Joint Holder : ....

NIC No/ Passport No. : ....

Full Name of 02nd Joint holder : ....

NIC No/ Passport No. : ....

In the event a Proxy holder is appointed by the Shareholder the following details of him/her will also be required. DETAILS OF PROXY HOLDER : (only if a proxy is appointed)

Full name of Proxy holder : ....

NIC No./Passport No. of Proxy holder: ....

Telephone No/s. : .... Email : ....

Signature/s : .... : .... : ....

Principal Shareholder 01st Joint holder 02nd Joint holder

Date : ....

Note : In the case of a Company/Corporation, the Shareholder Registration Form must be signed under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association and in the case of the Registration Form being signed by an Attorney, the Power of Attorney, must be deposited at the Registered Office of the Company's Secretaries, Corporate Managers and Secretaries (Pvt) Limited, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, Sri Lanka or emailed to KOTAAGM2026@CMSL.LK