

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.”