

**ANNOUCMENT UNDER THE COMPANY TAKE-OVERS AND MERGER CODE 1995 (AS AMEDED
IN 2003) AND GAZETTED IN THE GAZETTE EXTRA ORDINARY NO 875/9 DATED 16th JUNE 1995
AND AMENDED BY GAZETTE NO 1299/6 DATED 29th JULY 2003.**

MANDATORY OFFER BY IPEK SA LTD – TO PURCHASE 339,797,287 ORDINARY SHARES OF TESS AGRO PLC.

BACKGROUND OF THE OFFER

Pursuant to the allotment by way of a Private Placement of 168,000,000 Ordinary Voting Shares of Tess Agro Plc as a price of Rs0.50 Cts per share, by the Bord of Directors of Tess Agro Plc on the 28th April 2022 to IPEK SA LTD. a Company Incorporated in Cyprus bearing Registration No:HE 410978 Having its registered office Tepeleniou 13, Tepeleniou Court, Paphos, Cyprus 8010 constituting 33% of the Total No of Shares in Issue of Tess Agro Plc (post Issue) at a total Value OF Rs 84,000,0000/- which was approved by the Colombo Stock Exchange (CSE) , Securities and Exchange Commission of Sri Lanka (SEC) and the Shareholders of the Company.

IPEK SA LTD Becomes obliged in terms of Rule 31(1)(a) of the Company Takeover and Mergers Code 1995 (as amended in 2003) (the said Code) to make an offer to the remaining shareholders of the said company to purchase the balance shares in issue consisting of 339,797,287 shares consisting of 67% at a price of Rs 0.50Cts per share (Being the highest price paid by IPEK SA LTD , for the shares of Tess Agro Plc, 12 months proceeding the 28th April 2022.

Rule 31 (1) (a) of the Code states as follows:

“Where any person acquires whether by a series of transactions over a period of time or otherwise, shares which taken together with shares held or acquired by persons acting in concert with such persons, carrying thirty per centum or more of the voting rights of a Company, such person shall extend within thirty five days, an offer in accordance with this Rule to the holders of any class of equity shares which carrying voting rights and in which such a person or persons acting in concert with him hold shares,”

1. TERMS OF THE OFFER

IPEK SA LTD (hereafter referred to as the Offeror) offer to purchase from the Shareholders of Tess Agro Plc (hereafter referred to as the Offeree) 339,797,287 Ordinary voting shares at a price of Rs 0.50 Cts being the highest price at which the Offeror acquired the shares of the Offeree on the 28th April 2022 which is the highest price paid by the Offeror , during the period 27th April 2021 to 28th April 2022.

Subject to the above offer, to be made by the Offeror as herein contemplated shall be open to all Ordinary Voting Shareholders of the Offeree registered in the books of the Offeree as the close of the Offer.

2. BACKGROUND IPEK SA LTD

IPEK SA LTD is a company incorporated in Cyprus and a fast-growing company focused on crude oil production, refining, international trading, waste utilization and recycling, construction of infrastructure for oil and gas industries. The company operates in eight countries and is looking to enter the food industry. IPEK SA LTD also plans to expand its trading operations in the region by investing in Sri Lana as a long-term goal.

3. EXISTING SHAREHOLDING OF THE OFFEREE COMPANY

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| (a) The number of Offeree Shares the Offeror owns which
The offerors have control. | 168,000,000 |
| (b) The number of Offeree shares owned or controlled by
Any person acting in concert with the Offerors. | Nil |
| (c) The number of Offeree shares in respect of which the offeror
has received an undertaking by shareholder to accept the offer | Nil |

4. CONDITIONS OF THE OFFER

In terms of Rule 31(2) of the Code, Offers made under Rule 31 shall be conditional only upon the Offeror having received acceptances in respect of the shares which together with shares acquired or agreed before or during the offer will result in the Offeror and Persons acting in concert which the Offeror holding shares carrying more than 50% of the voting rights.

It must be noted that "acceptance" by a shareholder shall mean the acceptance according to the procedure set out in the Offer document referred to in Clause 5 herein, being compiled with.

5. FURTHER DETAILS OF THE OFFER

A detailed Mandatory Offer Document giving other relevant information including the period during which the offer would be kept open in terms of the aforesaid Company Take-Overs and

Mergers Code, will be forwarded to all Shareholders within (35) days from the date of incurring the obligation to make the Mandatory offer.

A shareholder who does not receive a copy of the Mandatory Offer Document due to postal delay or any other reason is advised to download the Document from the CSE website or collect a copy from the Registrars to the Offer, Ms Prestige Secretaries Pvt Ltd. NO 20 D Guilford Crescent , Colombo 7.

The Board of Directors of IPEK SA LTD, hereby declare and confirm this announcement has been seen and approved by the Board of Directors and that they collectively and individually accept full responsibility for the accuracy and completeness of the information given in this announcement and confirm to best of their knowledge that there are no other facts , or omission which would make any statements herein misleading,

BY ORDER OF THE BOARD.


PRESTIGE SECRETARIES AND CONSULTANTS (PVT) LTD
* LICENSED COMPANY SECRETARIES
SEC/(2)2017/404