

CIRCULAR TO SHAREHOLDERS

PEOPLE'S INSURANCE PLC
PB3754 PQ

Dear Shareholder/s,

FIRST AND FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDING 2023

The Board of Directors of People's Insurance PLC (the "Company") is pleased to inform you that a dividend of Cents Fifty (Rs. 0.50) per share is recommended, in the form of a Scrip Dividend for the financial year ended 31st December 2023, to be paid out of the retained earnings as at 31st December 2023, subject to approval of the Shareholders.

Details of the Dividend and the number of shares to be issued;

The following table sets out the dividend to be paid, maximum number of shares to be issued, the proportion and consideration at which shares are to be issued in respect of the Scrip Dividend.

Existing No. of shares as at 19.04.2024	200,000,000
Scrip Dividend per Ordinary Share	Rs. 0.50
Dividend to be paid	Rs.100,000,000
Amount to be capitalized (net of withholding tax 15 %)	Rs. 85,000,000
Number of shares to be issued	3,632,478
Consideration of shares as at 19.04.2024	23.40
Proportion at which the shares are to be issued	1 for every 55.0588331161

The remaining balance arising from the aggregation of the residual fractions ("fractional shares") consequent to the Scrip Dividend shall be disposed in the market and resulting proceeds shall be utilized for Corporate Social Responsibility (CSR) activities of the Company. The residual fraction entitlement referred to herein shall mean the fraction arising after applying the following formula.

$$\frac{(\text{Number of shares held by a shareholder as at end of trading on the Record Date}^*) \times 1}{55.0588331161}$$

*The Record Date shall be the 3rd Market day from and excluding the date of Annual General Meeting for the purpose of the aforesaid calculation.

The new ordinary voting shares to be issued under the proposed Scrip Dividend will rank equal and pari passu in all respects with the existing ordinary shares of the Company, immediately after the issue of such shares.

Entitled Shareholders

The Shareholders entitled to the final dividend shall be those shareholders, whose names have been duly registered in the Register of Shareholders and those Shareholders whose names appear on the Central Depository Systems (Private) Limited ('CDS') as at end of trading on the Record Date.

In determining the number of shares held by a shareholder as at the relevant date for the proposed dividend, the shareholding of the shareholder as appearing in the CDS and the Register of Shareholders maintained by the Company will not be aggregated for the purpose of calculation but the calculation would be done separately. However, if a shareholder holds shares with multiple stockbrokers, such shares will be aggregated for calculation purposes and the shares arising as a result of the Scrip Dividend will be uploaded proportionately to the respective CDS accounts held with each broker.

Compliance with the Law

(i) Compliance with the Companies Act, No.07 of 2007 ("the Companies Act")

- (a) In terms of Section 52 (1)(a) of the Companies Act, the Board has decided that the shares to be issued to Shareholders under the proposed Scrip Dividend issue shall be issued at a consideration of Rs.23.40 per share.
- (b) In terms of Section 52(1) (b), the Board of Directors has also opined that the aforesaid consideration for which the shares are to be issued under the Scrip Dividend is fair and reasonable to the Company and to all existing Shareholders of the Company.
- (c) The proposed dividend is paid out of the retained earnings as at 31st December 2023. The Company also conducted the solvency test as required by Section 56 of the Companies Act and obtained a Certificate of Solvency from the Auditors. The Board is satisfied that the Company will, immediately after the dividend is paid, meet the solvency test in terms of the provisions of the Companies Act.

(ii) Compliance with Articles of Association

- (a) Article 13(3) of the Articles of Association of the Company provides that, shareholder approval is required for a final dividend. Given that the proposed dividend of Cents Fifty (Rs. 0.50) is a Final Dividend for the year ended 31st December 2023, the approval of the Shareholders of the Company is required therefore by an Ordinary Resolution.
- (b) As per Article 4(2), before it issues shares, the Board shall decide the consideration for which the shares may be issued and shall resolve that in the opinion of the Board, such consideration is fair and reasonable to the company and to all existing shareholders and the Board has complied with the said requirement.

(iii) Compliance with the rules of the Colombo Stock Exchange

The Company has:

- (a) taken necessary steps to comply with all relevant provisions of the Listing Rules of the Colombo Stock Exchange in relation to the Final Dividend referred to in this Circular.
- (b) obtained in principle approval from the Colombo Stock Exchange for the issue and listing of the ordinary shares under the proposed Scrip Dividend.

The above which requires the approval of the Shareholders of the Company will be taken up at the Annual General Meeting of the Shareholders of the Company to be held on 28th May 2024.

Uploading of Shares into CDS Accounts

In the event the resolutions set out in the notice of meeting for the purpose of approving the payment of Scrip Dividend is approved by the shareholders at the AGM, the Central Depository Systems (Pvt.) Ltd (CDS) accounts of shareholders whose shares are deposited with the CDS shall be directly uploaded with the new number of shares within five (05) market days from and excluding the Record Date. This shall be applicable to all shareholders as all the shareholders shares are lodged at the CDS with their being no share balance in the ledger.

Pursuant to the direction issued by Securities & Exchange Commission of Sri Lanka regarding the dematerializing of listed securities, shareholders who hold shares in the share ledger, as per the Register of the Company shall not be issued Share Certificates for the new shares issued to them. As the Company does not have any shareholders who hold shares in the share ledger the said direction is not applicable.

Members who are unable to attend the meeting in person are requested to complete the Form of Proxy (in accordance with instructions specified therein) and deposit the same at the office of the Company Secretary, People's Insurance PLC, No. 07, Havelock Road Colombo 05 not later than 48 hours before the time appointed for the meeting.

By Order of the Board,



Nadhra Zanoon
Company Secretary

Colombo
2nd May 2024

CIRCULAR TO SHAREHOLDERS

PEOPLE'S INSURANCE PLC
PB3754 PQ

Dear Shareholder (s),

PEOPLE'S INSURANCE PLC- ANNUAL REPORT FOR THE YEAR 2023

As you may be aware, in terms of the Listing Rules of the Colombo Stock Exchange (CSE), a listed company may issue to its shareholders its Annual Report in mode, other than in printed form, provided that such company complies with the specified requirements listed in the said rules.

Accordingly, the Annual Report of People's Insurance PLC for 2023 will be available on:

- (1) The Corporate Website – <https://www.peoplesinsurance.lk/investor-relations>
- (2) The Colombo Stock Exchange – <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=PINS.N0000>
- (3) By scanning the following QR code :



However, if a shareholder makes a written request for a printed copy thereof, upon receipt of such written request, a printed copy of the Annual Report will be sent within eight (8) market days of such receipt, to any requesting shareholder.

If you should however, require a printed copy of the Annual Report, please provide us with a written request thereof on or before 28th May 2024. You may for this purpose, complete and forward to us, the attached Request Letter. We shall then, within eight (8) Market days of the date of receipt of your request, forward to you a printed copy of the said Annual Report.

If you have any queries on this matter, you may contact Ms. Nadee Perera on +94 112126302 between 10.00 a.m and 4.00 p.m. on any working day or via e-mail to cosecpi@plc.lk.

Shareholders are advised that the notice convening the Annual General Meeting (AGM) of the Company and related Form of Proxy are also enclosed herewith.

A handwritten signature in black ink, appearing to read 'Nadhra Zanoon'.

Nadhra Zanoon
Company Secretary

Colombo
2nd May 2024

NOTICE OF MEETING

PEOPLE'S INSURANCE PLC

NO. 07. HAVELOCK ROAD COLOMBO 05, SRI LANKA

NOTICE IS HEREBY GIVEN THAT the Fifteenth (15th) Annual General Meeting of People's Insurance PLC (the Company) will be held on 28th May 2024 at 10.00 am, as a virtual meeting.

The said Annual General Meeting will be held for the following purposes:

1. To receive, consider and adopt the Annual Report of the Board of Directors with the Financial Statements of the Company for the year ended 31st December 2023 together with the Report of the Auditors thereon.
2. To declare a Final Dividend of Cents Fifty (Rs. 50) per ordinary share payable as a scrip dividend as recommended by the Board of Directors and therefore to consider and if thought fit , to pass the following resolution by way of an Ordinary Resolution :
 - i. It is hereby resolved that the number of ordinary shares to be issued under scrip dividend will be 3,632,478 on the basis of Rs. 0.50 per share which results in one (1) share being issued for each existing 55.0588331161 shares held by the shareholders as at the end of trading on the record date of the Colombo Stock Exchange.
 - ii. It is further resolved that the total number of shares to be issued under the scrip dividend shall be Three Million Six Hundred and Thirty Two Thousand Four Hundred and Seventy Eight (3,632,478) ordinary shares.
 - iii. It is further resolved that the said shares issued under the scrip dividend be listed on the Colombo Stock Exchange and in principle approval of the Colombo Stock Exchange has been received in this regard.
 - iv. It is further resolved that the remaining balance arising from the aggregation of the residual ('fractional shares') consequent to the scrip dividend shall be disposed in the market and resulting proceeds will be utilized for corporate Social Responsibility (CSR) activities of the Company.

$$\frac{(\text{Number of shares held by a shareholder as at end of trading on the Record Date*}) \times 1}{55.0588331161}$$

*The Record Date shall be the 3rd Market day from and excluding the date of Annual General Meeting for the purpose of the aforesaid calculation.

3. To re-elect Director Mr. Johnson Fernando, who retires by rotation in terms of Article 27 (8) of the Articles of Association of the Company.
4. To re-elect Director, Dr. Kasun Indunil Wijetilleke who retires by rotation in terms of Article 27 (8) of the Articles of Association of the Company.

NOTICE OF MEETING

5. To re-elect Mrs. Nayanganie Dulani Wickramasingha who was appointed to the Board since the last Annual General Meeting, in terms of Article 27 (2) of the Articles of Association of the Company.
6. To re-elect Mr. Michael Pradeep Amirthanayagam who was appointed to the Board since the last Annual General Meeting, in terms of Article 27 (2) of the Articles of Association of the Company.
7. To authorize the Board of Directors to determine contributions to charities and other donations for the ensuing financial year.
8. To consider any other business of which due notice has been given.

AUDITORS OF THE COMPANY

According to Section 55 of the National Audit Act No. 19 of 2018, People's Insurance PLC falls under the definition of "Auditee Entity" and the Auditor General or any other person authorized by the Auditor General shall carry out the audit of the Company.

By order of the Board,



Nadhra Zanoon

Company Secretary

2nd May 2024

Notes

Notice of the meeting, Guidelines and Registration form for the AGM via online meeting platform are available on the corporate website of the Company.

Any member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.

FORM OF PROXY

I/we.....
.....of.....
..... being a member/s of People's Insurance PLC,
hereby appoint Mr. /Mrs./Miss.....
.....
..... (holder of N.I.C No.) failing him/her;

Mr. Isuru Balapatabendi	failing him
Mr. Pradeep Amirthanayagam	failing him
Mrs. Nayanganie Wickramasingha	failing her
Mr. Azzam Ahamat	failing him
Mr. Johnson Fernando	failing him
Dr. Kasun Wijetilleke	

As my/our proxy to represent me/us and vote on my/our behalf at the Fifteenth (15th) Annual General Meeting of the Company to be held on 28th of May 2024 at 10.00 a.m. virtually and at any adjournment thereof and at every poll which may be taken in consequence thereof to vote.

Please indicate your preference by placing a “x” against the Resolution No.

		For	Against
1	To receive, consider and adopt the Annual Report of the Directors and the Financial Statements for the year ended 31st December 2023 and the Report of the Auditors thereon.		
2	To declare a Final Dividend of Cents Fifty (Rs. 50) per ordinary share payable as a scrip dividend as recommended by the Board of Directors and therefore to consider and if thought fit, to pass the following resolution, by way of an Ordinary Resolution.		
i.	It is hereby resolved that the number of ordinary shares to be issued under scrip dividend will be 3,632,478 on the basis of Rs. 0.50 per share which results in one (1) share being issued for each existing 55.0588331161 shares held by the shareholders as at the end of trading on the record date of the Colombo Stock Exchange.		
ii.	It is further resolved that the total number of shares to be issued under the scrip dividend shall be Three Million Six Hundred and Thirty Two Thousand Four Hundred and Seventy Eight (3,632,478) ordinary shares.		
iii.	It is further resolved that the said shares issued under the scrip dividend be listed on the Colombo Stock Exchange and in principle approval of the Colombo Stock Exchange has been received in this regard.		

FORM OF PROXY

			For	Against
	iv.	It is further resolved that the remaining balance arising from the aggregation of the residual ('fractional shares') consequent to the scrip dividend shall be disposed in the market and resulting proceeds will be utilized for Corporate Social Responsibility (CSR) activities of the Company. (Number of shares held by a shareholder as at end of trading on the Record Date*) x 1 55.0588331161		
3		To re-elect Director Mr. Johnson Fernando who retires by rotation in terms of Article 27 (8) of the Articles of Association of the Company.		
4		To re-elect Director, Dr. Kasuin Indunil Wijetilleke who retires by rotation in terms of Article 27 (8) of the Articles of Association of the Company.		
5		To re-elect Mrs. Nayanganie Dulani Wickramasingha who was appointed to the Board since the last Annual General Meeting, in terms of Article 27 (2) of the Articles of Association of the Company		
6		To re-elect Mr. Michael Pradeep Amirthanayagam who was appointed to the Board since the last Annual General Meeting, in terms of Article 27 (2) of the Articles of Association of the Company		
7		To authorize the Board of Directors to determine contributions to charities and other donations for the ensuing financial year.		
8		To consider any other business of which due notice has been given		

AUDITORS OF THE COMPANY

According to Section 55 of the National Audit Act No. 19 of 2018, People’s Insurance PLC falls under the definition of “Auditee Entity” and the Auditor General or any other person authorized by the Auditor General shall carry out the audit of the Company.

Signed this day of 2024

.....
Signature

.....
Shareholders N.I.C. / R.P/Co. Reg No.

1. Proxy need not be a member of the Company
2. Instructions as to the completion of this form of proxy are given below.

Instructions as to completion

1. As provided for in Article 19(3) of the Articles of Association of the Company an instrument appointing a proxy should be in writing
2. The full name and address of the shareholder appointing the proxy should be legibly entered in the Form of Proxy and duly signed and dated.
3. The Proxy shall-
 - a. In case of an individual, be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the complete Proxy if it has not already been registered with the Company.
 - b. In case of a company or corporate body, either be under its common seal or signed by its attorney or by an officer on behalf of that company or corporate body in accordance with the Articles of Association or the Constitution of that company or corporate body.
 - c. In the case of joint holder, be signed by the joint holder whose name appears first in the Register of Members.
4. The completed Form of Proxy, Virtual Meeting Online Registration Form and the Power of Attorney or other authority, if any, under which it is signed or a Notarially certified Copy of that power of attorney or other authority if any must be deposited at the officer of the Company Secretary, People's Insurance PLC at No. 07, Havelock Road, Colombo 05, not less than (48) hours before the time appointed for the holding of the meeting.
5. Every alteration or addition to the Proxy must be duly authenticated by the full signature of the shareholder's, signing the Proxy.

REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE VIRTUAL AGM 2024

Full name of shareholder		
Shareholders NIC/Passport No.		
Address of Shareholder		
Contact No/s	Fixed Line	
	Mobile	
E mail address of shareholder		
If a proxy is appointed		
Full name of proxy holder		
Proxy holders NIC/ Passport No.		
Contact Telephone No/s	Fixed Line	
	Mobile	
E mail address of proxy holder		
Participation of the AGM via online platform	Yes	
	No	
National Identity card number/s of Joint holder/s		

Shareholder's signature
Date:

1st Joint holder's signature
Date :

2nd Joint holder's signature
Date :

Please attach a copy of NIC/Passport of Shareholder/proxy holder, Power of Attorney (as applicable) to this form.

Note:

- 1) Shareholders are requested to provide their email address in the space provided in order to forward the Virtual AGM Zoom link & necessary instructions, if they wish to attend the AGM through the online platform.
- 2) In the case of a Company/Corporation, the Shareholder details form must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
- 3) In the case of a Power of Attorney, the Shareholder Details Form signed by the Power of Attorney must be deposited at the Registered Office of the Company for registration

ANNUAL REPORT 2023

FORM OF REQUEST FOR PRINTED VERSION

To: The Company Secretary
People's Insurance PLC
No. 07, Havelock Road,
Colombo 05

e-mail: cosecpi@plc.lk

I wish to inform you that I require a printed copy of the Company's Annual Report 2023

Shareholder Details	
Full Name	
NIC/ PP/ Company Registration No.	
Address	
Contact Number	

Signature of Shareholder :

Date :

Notes

- This form of request should be received by the Company Secretary of the Company on or before 28th May 2024.
- Printed version will be forwarded to such shareholders within 8 Market days from the date of receipt of such request.
- This form could be forwarded via e-mail or post to the above given addresses.