

Notice of Meeting - Annual General Meeting

Notice is hereby given that the 46th Annual General Meeting (AGM) of Renuka Holdings PLC (the 'Company') will be held on virtually Thursday 24th September 2026 at 4.15 pm.

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company, the statement of Compliance and the Financial Statement for year ended 31st March 2026 with the Report of the Auditors thereon.

2. To declare a dividend as recommended by the Board of Directors and to consider to pass the following resolutions:

a. Declaration of a first and final Scrip dividend

THAT a first and final scrip dividend of Rs. 0.212 per Voting share be declared to be satisfied by the issue of 788,393 fully paid ordinary Voting shares constituting a total sum of Rs.35,083,513.45 on the issued ordinary shares as at 25th August 2026.

THAT a first and final scrip dividend of Rs. 0.212 per Non-Voting share be declared to be satisfied by the issue of 160,336 fully paid ordinary non-voting shares constituting a total sum of Rs.5,130,764.43 on the issued ordinary shares as at 25th August 2026.

THAT the shareholders entitled to such dividend would be those shareholders, whose names have been duly registered in the Shareholders' Register maintained by the Registrars of the Company [i.e. SSP Corporate Services (Pvt) Ltd., No. 101, Inner Flower Road, Colombo 03] and also those shareholders whose names appear on the Central Depository Systems (Pvt) Ltd. ('CDS') as at end of trading on the Record Date 28th September 2026 [i.e. the Second (2nd) market day from and excluding the date of the meeting] (the 'Entitled Shareholders');

THAT subject to the shareholders approving the proposed allotment and issue of new ordinary shares by passing the resolutions set out in below, the declared first and final scrip dividend of Rs. 0.212 per Voting and non-Voting share be distributed and satisfied by the allotment and issue of new ordinary shares (the "distribution scheme") based on the share price of ordinary shares as at 25th August 2026, to the Entitled Shareholders whose names appear on the Central Depository Systems (Pvt) Ltd. ('CDS') as at end of trading on the Record Date of 28th September 2026 [i.e. the Second (2nd) market day from and excluding the date of the meeting]

- The allotment and issue of new ordinary shares of Rs.0.212 cents per share dividend entitlement (subject to applicable government taxes).

THAT accordingly and subject to the approval of the shareholders being obtained in the manner aforementioned the implementation of the said distribution scheme shall be as follows:

By way of the allotment and issue of new shares:

- 1.The sum of:

Rs.35,083,513.45 to which the ordinary Voting shareholders are entitled (subject to applicable government taxes); and shall be satisfied by the allotment and issue of new ordinary Voting shares to the entitled shareholders of the ordinary Voting shares respectively, on the basis of the following ratios:

- 1 new fully paid ordinary Voting share for every 209.90580966 existing issued and fully paid ordinary Voting shares calculated on the basis of the market value of the ordinary Voting shares as at end of trading on 25th August 2026;

The sum of:

Rs.5,130,764.43 to which the ordinary Non Voting shareholders are entitled (subject to applicable government taxes); and shall be satisfied by the allotment and issue of new ordinary non-voting shares to the entitled shareholders of the ordinary Non-Voting shares respectively, on the basis of the following ratios:

- 1 new fully paid ordinary non-voting share for every 150.94376185 existing issued and fully paid ordinary Non-Voting shares calculated on the basis of the market value of the ordinary Non-Voting shares as at end of trading on 25th August 2026;

THAT the ordinary Voting and Non-Voting residual share fractions, respectively arising in pursuance of the aforementioned allotment and issue of new ordinary shares after applying the formulas referred to in the sub heading "Residual fractions of Shares" in the circular to the Shareholders on the first and final dividend for 2026" dated 11th September 2026 will be allotted to trustees to be nominated by the Board and such shares will be sold and the net sale proceeds arising therefrom be distributed to a charity/charities approved by the Board of Directors.

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THAT the new shares to be issued in pursuance of the said distribution scheme constituting a total issue of 788,393 new ordinary Voting shares and 160,336 new ordinary Non-Voting shares, based on the issued and fully paid ordinary shares as at 25th August 2026 shall, immediately consequent to due allotment thereof to the entitled shareholders rank equal and pari passu in all respects with the existing issued and fully paid ordinary shares and the existing issued and fully paid ordinary shares of the Company respectively including the entitlement to participate in any dividend that may be declared after the date of allotment thereof and shall be listed on the Colombo Stock Exchange;

a. Dividend Resolution No. 2 (i): (ordinary resolution)

THAT a new issue of shares provided for by Article 3(5) and 12(3) of the Articles of Association of Renuka Holdings PLC (the 'Company'), be and is hereby issue of new shares to be effected by the Company for purposes of satisfying in first and final dividend for the year ended March 31, 2026

"The allotment and issue of 788,393 new ordinary Voting shares and 160,336 new ordinary Non-Voting shares, credited as fully paid to entitled shareholders 'as at end of trading on the Record Date of 28th September 2026 [i.e. the Second (2nd) market day from and excluding the date of the meeting]' and which new shares shall rank equal and pari passu with the existing issued and fully paid ordinary shares of the Company including the right to participate in any dividend which may be declared after the date of allotment of such shares".

b. Approval of an issue of ordinary shares (Dividend Resolution No. 2 (ii))(Ordinary Resolution):

THAT the proposed allotment and issue of 788,393 new ordinary Voting shares and 160,336 new ordinary non-Voting shares credited as fully paid to entitled shareholders as at end of trading on the Record Date [i.e. the Second (2nd) market day from and excluding the date of the meeting]' and which new shares shall rank equal and pari passu with the existing issued and fully paid ordinary shares of the Company including the right to participate in any dividend which may be declared after the date of allotment of such shares be and is hereby approved in pursuance of Article 3(5) and 12(3) of the Articles of Association of the Company; and

THAT, accordingly, the Company's management be and is hereby authorized to take all necessary steps to give effect to the aforesaid proposed issue of new ordinary shares of the company.

3. To re-elect Mrs. M. S. Theverapperuma as a Director who retires by rotation in terms of Article 28 (1).
4. To re-elect Mr. Selvaskandan R. as a Director who retires by rotation in terms of Article 28(1).
5. To re-appoint Mrs. I.R. Rajiyah who is 75 years of age, as a director in terms of Section 211 of the Companies Act No. 7 of 2007 and it is specifically declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said I.R. Rajiyah.
6. To re-appoint Dr. S.R. Rajiyah who is 76 years of age, as a director in terms of Section 211 of the Companies Act No. 7 of 2007 and it is specifically declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Dr. S.R. Rajiyah.
7. To appoint Messrs Ernst & Young, Chartered Accountants, as recommended by the Board of Directors as the Company's Auditors for the financial year ending March 31, 2027; and
8. To authorize the Board of Directors to determine the remuneration of the Auditors for the financial year ending March 31, 2027.

By Order of the Board of
Renuka Holdings PLC,
Renuka Enterprises (Pvt) Ltd
Company Secretaries
11th September 2026
Colombo

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Notes

(i) A duly registered and entitled holder of the Company's ordinary Voting shares is entitled to participate at the meeting, speak and vote at the AGM and is entitled to appoint a proxy holder to participate speak, and vote in his/her stead.

(ii) A duly registered and entitled holder of the Company's ordinary (non-voting) shares is entitled only to participate at the meeting and speak at the AGM and to vote only on the resolutions set out in items 2 (i), 2 (ii) and 2 (iii) of the Notice of Meeting. Such a shareholder is entitled to appoint a proxy holder to participate at the meeting and speak on his/her behalf and to vote only on the resolutions set out in items 2 (i), 2 (ii) and 2 (iii) of the Notice of Meeting.

(iii) A proxy holder need not be a shareholder of the Company.

A Form of Proxy is sent along with this Report. The Form of Proxy should be completed legibly and forwarded to the Company, Company Secretary,

Company not later than 4.15 p.m. on 22nd September 2026 by hand or post to Registered Office, **No.69, Sri Jinarathana Road, Colombo 02** not later than forty-eight (48) hours before the time appointed for the holding of the AGM.