

TALAWAKELLE TEA ESTATES PLC
(COMPANY REG No. PQ 36)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Company will be held on **24th June 2024** at 1.30 p.m. (immediately after the Annual General Meeting) at the Chas P. Hayley Lounge of Hayleys PLC for the purpose of passing the following Special Resolution;

SPECIAL RESOLUTION – TO DELETE ARTICLES 28 (4) to 28 (8) OF THE COMPANY’S ARTICLES OF ASSOCIATION IN THEIR ENTIRETY AND ADOPT THE FOLLOWING ARTICLES IN LINE WITH THE REVISED LISTING RULES OF THE COLOMBO STOCK EXCHANGE:

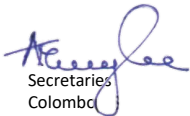
“28 (4) ALTERNATE DIRECTORS

- (i) An Alternate Director shall only be appointed under exceptional circumstances by any Director (‘appointor’), giving notice in writing left at the office of the Company and approved by the Board to be an Alternate Director of the Company to act in their place during their absence, subject to applicable laws, rules and regulations. Any such appointment shall not exceed a period of one (1) year from the date of appointment.
- (ii) If an Alternate Director is appointed for a Non-Executive Director such alternate should not be an Executive of the Company. Similarly, if an Alternate Director is appointed for an Independent Director, the person so appointed shall meet the criteria for independence under applicable laws, rules and regulations.
- (iii) In the event a Director appoints another Director to be his Alternate Director he shall thereupon be entitled to exercise (in addition to his own right of voting as a Director) such appointor’s rights at meetings of the Board. A person shall not act as an Alternate Director for more than one Director.
- (iv) An Alternate Director shall on his giving an address for such notice to be served upon him be entitled to receive notices of all meetings of Directors and to attend and vote as a Director, at any such meeting at which the Director appointing him is not personally present and generally at such meetings to perform all the functions of his appointor as a Director in the absence of such appointor.
- (v) The attendance of any Alternate Director at any meeting including Board committee meetings shall be counted for the purpose of the quorum.
- (vi) An Alternate Director may be appointed for a specified period (not exceeding one (1) year) or until the happening of a specified event, but he shall *ipso facto* cease to be an Alternate Director if his appointor ceases for any reason to be a Director.”

By order of the Board

TALAWAKELLE TEA ESTATES PLC

HAYLEYS GROUP SERVICES (PRIVATE) LIMITED


Secretaries
Colombo

25th May 2024

Note :

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him.
2. A proxy need not be a shareholder of the Company.
3. A Form of Proxy is attached hereto. The instrument appointing a proxy should be handed over or posted to Hayleys Group Services (Private) Limited, No. 400, Deans Road, Colombo 10 before 1.30 p.m. on the 19th June 2024.

I/We* full name of Shareholder(**)
NIC No./Reg. No. of Shareholder (**)
of being Shareholder/Shareholders*
of TALAWAKELLE TEA ESTATES PLC hereby appoint:

1..... full name of proxyholder(**)
NIC No./Reg. No. of proxyholder (**)
of or, failing him/them.
2. ABEYAKUMAR MOHAN PANDITHAGE (Chairman of the Company) of Colombo, or failing him, one of the Directors the Company
as my/our * proxy to attend and vote as indicated hereunder for me/us* and on my/our*behalf of at the Extraordinary General
Meeting of the Company to be held on 24th June 2024 and at every poll which may be taken in consequence of the aforesaid
meeting and at any adjournment thereof.

	For	Against
To pass the Special Resolution to amend the Articles of Association of the Company as set out in the Notice.	☐	☐

(**) The proxy may vote as he thinks fit on any other resolution brought before the Meeting of which due notice has been given.

As witness my/our* hands this day of 2024.

.....
Signature of Shareholder

- Note :
- (a) *Please delete the inappropriate words.
 - (b) A shareholder entitled to attend and vote at the Extraordinary General Meeting of the Company, is entitled to appoint a proxy to attend and vote instead of him/her and the proxy need not be a shareholder of the Company.
 - ** Full name of shareholder/proxy holder and their NIC Nos are mandatory. Your Proxy Form will be rejected if these details are not completed.
 - (c) A shareholder is not entitled to appoint more than one proxy to attend on the same occasion.
 - (d) This Form of Proxy is in terms of the Articles of Association of the Company.