

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

20 Dec 2023

VIRTUAL EXTRAORDINARY GENERAL MEETING TESS AGRO PLC

Following the issue of guidelines by the Colombo Stock Exchange (CSE) in the interest of protecting public health and facilitating compliance with the Health and Safety guidelines issued by the Government of Sri Lanka Extraordinary General Meeting (EGM) of TESS AGRO PLC will be held as a virtual meeting as per the manner prescribed below.

1. The Extraordinary General Meeting of TESS AGRO PLC will be held as a virtual meeting at 11.30 a.m. on 28th day of December 2023.
2. The EGM shall be held in compliance with the principles set out in the guidelines issued by the CSE for the hosting of a virtual EGM.
3. The Chairman, and the members of the Board of Directors, Company Secretaries, Representatives from the Registrars, and Shareholders will participate in the meeting through audio or audiovisual means as a measure to maintain social distancing requirements to mitigate the dangers of spreading the virus.
4. The circular to shareholders is available [here](#).



5. The notice of the meeting announced on the Colombo Stock Exchange on the 7th of December 2023 is found [here](#).



6. For any further queries on this matter, please contact any one of the following staff members during office hours (9.30 a.m. to 4.30 p.m.) on any working day on +94 112269859

Name

Mr Terrence Sylvester

Ms Nilanga Dushani

Email

Terrence.tess@gmail.com

Nilanga.tess@gmail.com

Yours faithfully,

By Order of the Board,

Sgd.

TESS AGRO PLC

Company Secretaries

GUIDELINES AND REGISTRATION PROCESS FOR THE EXTRA-ORDINARY GENERAL MEETING (EGM) VIA ONLINE MEETING PLATFORM

Shareholders / Proxy holders who wish to participate in the Extraordinary General Meeting of **TESS AGRO PLC** to be held via an Online Meeting Platform (Virtual EGM), could do so by using a smart phone or a desktop computer.

If a Shareholder/Proxy holder intends to join the Virtual EGM via a smart phone, it is necessary for him/her to download the "**Zoom Mobile App**" onto his /her smart phone.

Similarly, if a Shareholder/Proxy holder wishes to attend the Virtual EGM via a desktop computer, the link can be opened by downloading the "**Zoom Desktop App**" to the respective desktop computer (compatible web browser: **Google Chrome**).

1. Shareholders who wish to participate in the Virtual EGM of **TESS AGRO PLC** either by themselves or through their proxies are requested to forward their details to the Company Secretaries as per the attached **REGISTRATION FORM**.
2. The duly completed and signed **REGISTRATION FORM** should be delivered to the Company office Address at, 87, New Nuge Road, Kelaniya or email info.tessagro@gmail.com to be received by the Company by 2.30 p.m. on the 27th Dec 2023. If participation in the meeting through a Proxy, the duly completed and signed **FORM OF PROXY** should accompany the **REGISTRATION FORM**.

Note:

If a Proxy is appointed, the information set out in the **REGISTRATION FORM** pertaining to the Proxy holder should tally with the information indicated in the duly completed **FORM OF PROXY** submitted by the Shareholder.

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register and accept the registrations for the Virtual EGM if it is satisfied with the request and supporting documents (if any).

Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of their request.

4. The Shareholders who successfully complete their registration as set out above, will receive the log in link for participation in the meeting referred to as "**Join the Virtual EGM of TESS AGRO PLC**" and credentials.
5. In order to join the Virtual **EGM**, participants are required to click on "**Join the Virtual EGM of TESS AGRO PLC**". In some instances, the system calls for the credentials and if that is required, please enter the credentials to gain access to the Virtual EGM.
6. On completion of this process, you will be directed to the Virtual EGM Zoom Platform, where you can participate in the Virtual EGM.

7. Shareholders must rename themselves on Zoom with their full names as filled out in the **REGISTRATION FORM**. Please ensure that this step is completed prior to joining the Zoom meeting as only shareholders that have completed and sent their respective registration forms will be let into the meeting.

It is recommended that the Shareholders / Proxy holders complete the process and join the EGM at least ten (10) minutes before the start of the EGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

8. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online EGM access at least 0.5 hours prior and also ensure that your devices have an audible sound system so that you could participate in the EGM.

EXTRA ORDINARY GENERAL MEETING
REGISTRATION OF SHAREHOLDER DETAILS FOR
ONLINE VIRTUAL MEETING

To: Tess Agro PLC
No. 87, New Nuge Road
Kelaniya.

1. Full Name of the Shareholder:
.....
2. Shareholder's Address:
.....
3. Shareholder's NIC No. / Passport No. / Co. Reg No.:
4. Shareholder's Contact No.: (Residence) (Mobile).....
5. Name of the Proxy Holder:
6. Proxy holder's NIC No. / Passport No. / Co. Reg. No.:
7. Proxy holder's Contact No.: (Residence) (Mobile).....
8. Shareholder's/ Proxy holder's E-mail:
9. Participation at the EGM Via an online platform: YES /NO
10. Name of Joint holder/s (If any): (i)
(ii)
11. National Identity card number/s of Jointholder/s:(i).....(ii).....

.....
Shareholder's signature/Date 1st Joint holder's signature/Date 2nd Joint holder's signature/Date

Note:

- 1) Shareholders are requested to provide their email address in the space provided in order to forward the Virtual EGM Zoom link & necessary instruction, if they wish to attend the EGM 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.

FORM OF PROXY (ANNEXURE B)

I/We.....
.....of
.....being a
member/members of Tess Agro PLC, hereby appoint.

01.
.....of
.....
.....
.....

Failing Him/Her

02. Mr Dilshan Fernando (Chairman of the Company) of Colombo or failing him one of the Directors of the company as my/our/proxy to vote as indicated hereunder for and on my /our behalf at the Extra Ordinary General Meeting of the company to be held on 28^h of Dec 2023 and at every poll which may be taken in consequence of the aforesaid meeting andat any adjournment thereof.

	For	Against
i. Resolution 1. (Issue of 169,265,762 Ordinary Voting Shares)	☐	☐
ii. Resolution 2. (Issue of 16,666,667 Ordinary Non Voting Shares)	☐	☐

The proxy of my vote as he thinks fit on any other resolution brought before the meeting.Dated this..... day
of 2023

Witness

.....
.....

Signature of Shareholder

Instruction as to Completion:

Note:

A proxy need not be a member of the company

01. Instruction as to Completion:

- To be valid this form of proxy must be deposited/mailed to info.tessagro@gmail.com at the Registered Office of the Company No87, New Nuge Road, Keleniya not later than forty eight (48) hours prior or the time appointed for the holding of the meeting.
- In perfecting the form please ensure that all details are legible.
- Please indicate with an X in the space provided how your proxy is to vote on each resolution. If no indication given or the indication is not clear, the proxy in his discretion, will vote as he thinks fit. Please delete () if you do not wish your proxy to vote as he thinks fit on any other resolution brought before the meeting.
- In the case of Company/Corporation, the proxy must be under its common seal which should be affixed and attested in the manner prescribed in the Article of Association.
- On the case of a proxy signed by an attorney, the power of attorney must be deposited at the Registered Office for registration.