OFFER DOCUMENT

VOLUNTARY OFFER BY

AMBEON ESSENTIALS (PRIVATE) LIMITED

(Company Reg. No. PV 00353338)

TO ACQUIRE ALL THE ISSUED ORDINARY VOTING SHARES

OF

HARISCHANDRA MILLS PLC

(Company Reg. No. PQ 225)

THIS DOCUMENT IS IMPORTANT AND WARRANTS YOUR IMMEDIATE AND CAREFUL CONSIDERATION.

If you are in doubt as to the action you should take, you should seek advice from your stockbroker, bank manager, legal advisor, accountant or other independent professional financial advisor immediately.

THE SECURITIES & EXCHANGE COMMISSION OF SRI LANKA HAS TAKEN REASONABLE CARE TO ENSURE FULL AND FAIR DISCLOSURE OF INFORMATION IN THIS OFFER DOCUMENT AS REQUIRED BY THE COMPANY TAKE-OVERS AND MERGERS CODE 1995 (AS AMENDED IN 2003). HOWEVER, THE COMMISSION ASSUMES NO RESPONSIBILITY FOR THE ACCURACY OF THE STATEMENTS MADE, OPINIONS EXPRESSED, OR REPORTS INCLUDED IN THIS OFFER DOCUMENT.

This offer is made in accordance with the provisions of the Company Take-overs and Mergers Code 1995 (as amended in 2003) ("**Code**"), and this document has been prepared in accordance with its provisions.

If you have sold or otherwise transferred all of your shares in Harischandra Mills PLC, please send this document and the accompanying Form of Acceptance to the purchaser or Transferee, or to the stockbroker, bank, or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

The procedure for acceptance is set out in **Clause 6** of this document and in the accompanying Form of Acceptance. The Form of Acceptance and related documents should be returned to the Registrars to the Offer, Group Corporate Affairs, Ambeon Essentials (Private) Limited, No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 8, Sri Lanka, to be received by them no later than 4.30 p.m. on 11th May 2026 being the Closing Date of the Offer or such later date (subject to the SEC's approval) as may be announced.

If you have any questions about completing the Form of Acceptance or other attached documents, please contact + 94 11 5 700 735, + 94 74 078 9801.

"Shareholders of Harischandra Mills PLC are reminded that the Board of Harischandra Mills PLC is obliged to communicate to every shareholder its views, comments and advice on the Offer Document, along with the advice given to it by the independent advisor within fourteen (14) days of receipt of the Offer Document as stipulated under Rules 12 and 13 of the Code. Shareholders are therefore advised to await the receipt of such a communication in order to enable a decision to be made on the merits and demerits of the offer."

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APPENDICES

DEFINITIONS

The following definitions apply throughout this document and the accompanying Form of Acceptance unless the context requires otherwise:

Any person acting in concert	Means an individual or a company and their nominees who, pursuant to an agreement or understanding, whether formal or informal, actively co-operate through the acquisition by any of them of shares in a company, to obtain or consolidate control of that company, and include the following: (a) a company, its parent company, any subsidiary company and any subsidiary of any such subsidiary company, and any company in which such parent or subsidiary company owns or controls twenty (20%) per centum or more of the equity shares of that company, and any company in which twenty (20%) per centum or more of the equity shares are owned by the last-mentioned company, each with the other, (b) a company with any of its directors [together with their close relations and trusts established to hold the interest of such directors or close relations]; (c) a company with any of its pension funds.
CDS	Central Depository Systems (Private) Limited
Offer Period	The period commencing on the date on which the Offer Document is forwarded to the shareholders of Harischandra Mills PLC (Harischandra Mills) and ending on the closing date of the Offer (i.e. 20th April 2026 to 11th May 2026).
Offer Price	Rs. 3,400/- per ordinary voting share of Harischandra Mills PLC.
Closing Date	11th May 2026
Code	The Company Take-overs and Mergers Code 1995 (as amended).
CSE	The Colombo Stock Exchange
Form of Acceptance	The Form of Acceptance which accompanies this document as Appendix II.
Offeror	Ambeon Essentials (Private) Limited.
Offeree	Harischandra Mills PLC
Voluntary Offer	Voluntary Offer by the Offeror to purchase all the issued shares of the Offeree, which shall include any revision, variation, or extension thereto.
Mandatory Offer	Immediately upon the Offeror receiving acceptances, pursuant to the undertaking given by a consortium of investors who collectively hold 981,118 shares in the Offeree, constituting 51.11% of the total issued share capital of Harischandra Mills PLC, namely: (i) Upeka Nethri De Silva (holder of 286,936 shares [14.95%]), (ii) Chitra Padmini Rodrigo (holder of 278,920 shares [14.53%]), (iii) Tamara Samarasinghe (holder of 266,920 shares [13.90%]), (iv) Senaka Nilkantha Samarasinghe (holder of 76,670 shares [3.99%]), (v) Nanditha Aparna Rodrigo (holder of 30,736 shares [1.60%]), (vi) Satyajit Arjuna Rodrigo (holder of 30,736 shares [1.60%]), (vii) Gunamuni Sanath De Silva (holder of

	2,000 shares [0.10%]), (viii) Malathie Padmaprabha De Silva (holder of 5,000 shares [0.26%]), and (ix) Ramani Kamala Samarasinghe (holder of 3,200 shares [0.17%]), it shall become obligatory on the part of Ambeon Essentials (Private) Limited to make an offer under Rule 31. Consequently, this Offer would be deemed at such point to comply with the relevant Rules of the Code that are applicable to a Mandatory Offer.
SEC	Securities and Exchange Commission of Sri Lanka
Unconditional as to Acceptances	The Offeror must accept and pay for all shares tendered at the offer, at the offer price, while the shareholders of Harischandra Mills PLC lose their right to withdraw the shares.

INTERPRETATION

The following interpretations apply throughout this document and the accompanying Form of Acceptance unless the context requires otherwise: In the event of any inconsistency between the provisions of this Document and the Company Takeovers and Mergers Code (the "**Code**"), the provisions of the Code shall prevail."

(1) Words importing the singular shall, where applicable, include the plural and vice versa.

(2) Words importing the masculine gender shall, where applicable, include the feminine and neuter gender. References to persons shall, where applicable include corporations.

(3) The headings in the Offer Document are inserted for convenience only and shall be ignored in construing the Offer Document.

(4) References to "you", "your" and "yours" in the Offer Document are, as the context so determines, to Shareholders.

(5) Any reference in the Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any modification thereof and used in the offer Document shall, where applicable, have the meaning assigned to that word under the Act or that modification, as the case may be.

(6) Any reference to a time of day and date in the Offer Document shall be a reference to Sri Lankan time and date unless otherwise specified.

AMBEON ESSENTIALS (PRIVATE) LIMITED

(Company Reg. No. PV 00353338)

No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 08

20th April 2026

To: The Shareholders of Harischandra Mills PLC

Voluntary Offer by Ambeon Essentials (Private) Limited (the **"Offeror")**, a fully owned subsidiary of Ambeon Capital PLC, to purchase all the ordinary voting shares of **Harischandra Mills PLC** (the "**Offeree**"), which voluntary offer would convert into a **Mandatory Offer**, immediately upon acceptance in full by a consortium of investors who collectively hold 981,118 shares in the Offeree, constituting 51.11% of the total issued share capital of Harischandra Mills PLC, pursuant to the Share Sale and Purchase Agreement (the "**SPA**") entered into between Ambeon Essentials (Private) Limited and the said consortium of investors dated the 24th of January 2026 and the subsequent Addendum to the SPA dated the 20th of March 2026.

(1) BACKGROUND TO THE OFFER

Ambeon Essentials (Private) Limited (the "**Offeror**" or "**Ambeon Essentials**"), is a limited liability Company incorporated in Sri Lanka and registered under the Companies Act No. 07 of 2007 (bearing Company Registration No. PV 00353338), and having its registered office at No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 08. Ambeon Essentials is a fully owned subsidiary of Ambeon Capital PLC (bearing Company Registration No. PB 1090 PQ), established as a special purpose vehicle (SPV) to focus on investments within the fast-moving consumer goods (FMCG) sector.

The proposed acquisition of the shares of Harischandra Mills PLC (the "**Offeree**" or "**Harischandra Mills**"), a company listed on the trading floor of the Colombo Stock Exchange, is intended to align with Ambeon Capital's strategy of investing in high-growth potential companies to build a resilient, diversified investment portfolio.

Pursuant to the Share Sale and Purchase Agreement dated the 24th of January 2026 (the "SPA") and the subsequent Addendum to the SPA dated the 20th March 2026 between the Offeror and a consortium of investors, namely: (i) Upeka Nethri De Silva (holder of 286,936 shares [14.95%]), (ii) Chitra Padmini Rodrigo (holder of 278,920 shares [14.53%]), (iii) Tamara Samarasinghe (holder of 266,920 shares [13.90%]), (iv) Senaka Nilkantha Samarasinghe (holder of 76,670 shares [3.99%]), (v) Nanditha Aparna Rodrigo (holder of 30,736 shares [1.60%]), (vi) Satyajit Arjuna Rodrigo (holder of 30,736 shares [1.60%]), (vii) Gunamuni Sanath De Silva (holder of 2,000 shares [0.10%]), (viii) Malathie Padmaprabha De Silva (holder of 5,000 shares [0.26%]), and (ix) Ramani Kamala Samarasinghe (holder of 3,200 shares [0.17%]) (hereinafter collectively the "**Selling Shareholders**"), the Offeror agreed to purchase from the Selling Shareholders and the Selling Shareholders agreed to sell to the Offeror the said 981,118 ordinary voting shares constituting 51.11% of the ordinary voting shares in issue in the Offeree Company.

The Offeror is making this Offer to acquire the ordinary voting shares of the shareholders of Harischandra Mills, consequent to having obtained the approval from the Securities and Exchange Commission of Sri Lanka.

(2) THE OFFER

In compliance with the provisions of the Company Take-overs and Mergers Code 1995 as amended (the "**Code**") published under the Rules made by the Securities and Exchange Commission of Sri Lanka under Section 53 of the Securities and Exchange Commission of Sri Lanka, Act No. 36 of 1987 (as amended) now referred to under Section 183 of the SEC Act, No. 19 of 2021, the Offeror hereby makes a **Voluntary Offer** to the holders of all the issued ordinary voting shares of the Offeree amounting to One Million Nine Hundred and Nineteen Thousand Six Hundred (1,919,600) ordinary voting shares constituting One Hundred per centum (100%) of the issued ordinary voting shares of Harischandra Mills at a price of Rupees Three Thousand Four Hundred (Rs. 3,400/-) per share.

The Offeror confirms that Rs. 3,400/- is the highest price paid by the Offeror or "*any person acting in concert*" [as defined in Rule 37 of the Code] with the Offeror, for shares of Harischandra Mills within the preceding 03 months, namely from 20th January 2026 to 20th April 2026 (as referred to in Rule 30(1) of the Code) [confirmation for a voluntary offer].

The Offer to be made by the Offeror as herein contemplated will be open to all ordinary voting shareholders of the Offeree registered in the books of the Offeree.

Immediately upon the Offeror receiving acceptances in full, pursuant to the undertaking given by a consortium of investors who collectively hold 981,118 ordinary voting shares in the Offeree, constituting 51.11% of the total issued share capital of Harischandra Mills PLC, namely: (i) Upeka Nethri De Silva (holder of 286,936 shares [14.95%]), (ii) Chitra Padmini Rodrigo (holder of 278,920 shares [14.53%]), (iii) Tamara Samarasinghe (holder of 266,920 shares [13.90%]), (iv) Senaka Nilkantha Samarasinghe (holder of 76,670 shares [3.99%]), (v) Nanditha Aparna Rodrigo (holder of 30,736 shares [1.60%]), (vi) Satyajit Arjuna Rodrigo (holder of 30,736 shares [1.60%]), (vii) Gunamuni Sanath De Silva (holder of 2,000 shares [0.10%]), (viii) Malathie Padmaprabha De Silva (holder of 5,000 shares [0.26%]), and (ix) Ramani Kamala Samarasinghe (holder of 3,200 shares [0.17%]), it shall become obligatory on the part of Ambeon Essentials (Private) Limited to make an offer under Rule 31. Consequently, this Offer would be deemed at such point to comply with the relevant Rules of the Code that are applicable to a Mandatory Offer.

CONSEQUENTLY, THIS OFFER WOULD BE DEEMED AT SUCH POINT TO COMPLY WITH THE RELEVANT RULES OF THE CODE THAT ARE APPLICABLE TO A MANDATORY OFFER.

Upon acceptance of the Voluntary Offer by (i) Upeka Nethri De Silva (holder of 286,936 shares [14.95%]), (ii) Chitra Padmini Rodrigo (holder of 278,920 shares [14.53%]), (iii) Tamara Samarasinghe (holder of 266,920 shares [13.90%]), (iv) Senaka Nilkantha Samarasinghe (holder of 76,670 shares [3.99%]), (v) Nanditha Aparna Rodrigo (holder of 30,736 shares [1.60%]), (vi) Satyajit Arjuna Rodrigo (holder of 30,736 shares [1.60%]), (vii) Gunamuni Sanath De Silva (holder of 2,000 shares [0.10%]), (viii) Malathie Padmaprabha De Silva (holder of 5,000 shares [0.26%]), and (ix) Ramani Kamala Samarasinghe (holder of 3,200 shares [0.17%]), an immediate market announcement will be made to that effect, informing the market that the Voluntary Offer triggered the threshold limits of a Mandatory Offer and from then onwards, the Offer shall be a

Mandatory Offer.

It is further confirmed that Rs. 3,400/- is the highest price paid by the Offeror and "*any person acting in concert*" [as defined in Rule 37 of the Code] with the Offeror, for shares of Harischandra Mills within the preceding 12 months, namely from 20th April 2025 to 20th April 2026 (as referred to in Rule 31(3) of the Code). [Confirmation for a Mandatory Offer].

Acceptance should be dispatched as soon as possible and, in any event, so as to be received by the Registrars to the Offer, Group Corporate Affairs, Ambeon Essentials (Private) Limited, No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 8 no later than 4.30 p.m. on 11th May 2026. Instructions in regard to the acceptance of the Offer are set out in **Clauses 4 and 5** herein and in the Form of Acceptance (Appendix II). If you have any queries as to the completion of the Form of Acceptance, please contact the Registrars to the Offer, Group Corporate Affairs, Ambeon Essentials (Private) Limited, No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 8 on Telephone No. + 94 11 5 700 735 or + 94 74 078 9801 for assistance.

(3) RULE 14 OF THE CODE – SCHEDULE

I. Statements to be included in the Offer Document

(a) Ambeon Essentials (Private) Limited is a fully owned subsidiary of Ambeon Capital PLC, established as a special purpose vehicle (SPV) to focus on investments within the fast-moving consumer goods (FMCG) sector.

Pursuant to the Share Sale and Purchase Agreement dated the 24th of January 2026 (the "SPA") and the subsequent Addendum to the SPA dated 20th of March 2026 between the Offeror and (i) Upeka Nethri De Silva (holder of 286,936 shares [14.95%]), (ii) Chitra Padmini Rodrigo (holder of 278,920 shares [14.53%]), (iii) Tamara Samarasinghe (holder of 266,920 shares [13.90%]), (iv) Senaka Nilkantha Samarasinghe (holder of 76,670 shares [3.99%]), (v) Nanditha Aparna Rodrigo (holder of 30,736 shares [1.60%]), (vi) Satyajit Arjuna Rodrigo (holder of 30,736 shares [1.60%]), (vii) Gunamuni Sanath De Silva (holder of 2,000 shares [0.10%]), (viii) Malathie Padmaprabha De Silva (holder of 5,000 shares [0.26%]), and (ix) Ramani Kamala Samarasinghe (holder of 3,200 shares [0.17%]) (hereinafter collectively the "**Selling Shareholders**"), the Offeror agreed to purchase from the Selling Shareholders and the Selling Shareholders agreed to sell to the Offeror the said 981,118 ordinary voting shares constituting 51.11% of the shares in issue in Harischandra Mills PLC.

(b) None of the shares acquired in pursuance of the Offer will be transferred to any other person.

(c) Settlement of the consideration to which any shareholder is entitled under the Offer will be implemented in full in accordance with the terms of the Offer without having regard to any lien, right of set off, counter claim or other analogous rights to which the offeror may otherwise be or claim to be entitled against such shareholder.

II. Information about the Offeror

For the purposes of full disclosure, the Offeror and its sole shareholder, Ambeon Capital PLC, make the following statements and disclosures, as applicable.

(a) **Names of the Directors of the Offeror**

Kanchana Sajeeva Narangoda	Non-Executive Director
Kankanige Chaminda Prasad Perera	Non-Executive Director

Names of the Directors of the sole shareholder of the Offeror (i.e., Ambeon Capital PLC)

Mr. D T S H Mudalige	Chairman / Independent, Non-Executive Director
Dr. K S Narangoda	Group CEO / Executive Director
Mr. S L Sebastian	Independent, Non-Executive Director
Mr. S Kumar	Independent, Non-Executive Director
Mr. C T Tsoi	Independent, Non-Executive Director
Mr. D M Weerasekare	Independent, Non-Executive Director
Mr. M D J R Goonetilleke	Independent, Non-Executive Director

(b) **Shareholders of the sole shareholder of the Offeror (i.e., Ambeon Capital PLC)**

The shareholders of Ambeon Capital PLC as of 31st March 2026 are

	Name of Shareholder	No. of Shares	%
1.	Ambeon Consolidated (Private) Limited	512,849,051	50.16
2.	DFCC Bank PLC /ATX Partners (Private) Limited	100,172,486	9.80
3.	Seylan Bank PLC/ARRC Capital (Private) Limited	83,383,423	8.16
	DFCC Bank PLC/ARRC Capital (Private) Limited	52,356,167	5.12
	TOTAL	**132,716,438**	**13.24**
4.	Seylan Bank PLC/Arcasia Investments & Trading (Private) Limited	78,166,110	7.65
5.	EMFI Capital Limited	35,882,745	3.51
6.	Aluthgama I. T. (Private) Limited	16,365,180	1.60
7.	Commercial Bank of Ceylon PLC/Metrocorp (Private) Limited	11,728,287	1.15
8.	Hatton National Bank PLC/Ruwan Prasanna Sugathadasa	11,716,816	1.15
9.	Mr. Don Tibertius Sujeewa Handapangoda Mudalige	9,205,011	0.90
10.	Mrs. Saumya Amarasekera	5,973,862	0.58
11.	Asia Securities (Private) Limited (Trading Account)	4,531,885	0.44
12.	Mr. Somadasa Palihawadana	3,441,991	0.34
13.	Mr. Shiran Harsha Amarasekera	2,761,503	0.27
14.	PMF Finance PLC/M. S. Hamzadeen	2,750,000	0.27
15	Seylan Bank PLC/ Gladstone Capital (Private) Limited	2,458,752	0.24
16.	Seylan Bank PLC/K. L. G. Udayananda	2,455,125	0.24
17.	DFCC Bank PLC/I. K. De Silva	2,200,000	0.22
18.	Mr. Deeptha Darshana Wathudura	2,060,000	0.20
19.	Mr. Duminda Mahali Weerasekare	2,045,558	0.20
20.	Hatton National Bank PLC/Almas Holdings (Private) Limited	1,756,600	0.17

(c) **Principal Activities of the Offeror**

The Offeror is a fully owned subsidiary of Ambeon Capital PLC (bearing Company Registration No. PV 00353338), established as a special purpose vehicle (SPV) to focus on investments within the fast-moving consumer goods (FMCG) sector. Through this structure, Ambeon Capital PLC maintains complete ownership and control, while Ambeon Essentials (Private) Limited serves as a dedicated entity to manage and execute FMCG related investment activities.

Principal Activities of Ambeon Capital PLC

Ambeon Capital PLC was incorporated in Sri Lanka on 20th September 2006 as a public limited liability company and re-registered under the Companies Act No. 7 of 2007 on 3rd August 2009, bearing company registration No. PB 1090 PQ, having its registered office at No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 8. The principal activity of Ambeon Capital PLC is to operate as an investment holding company.

(e) **Details for the last three financial years of turn over, net profit or loss before and after tax, earnings per share before and after tax, the amount per share paid as dividends, together with a statement of the assets and liabilities shown in the last public audited accounts and relevant details of the company from any interim financial statement.**

With respect to the Offeror:

As Ambeon Essentials is a newly incorporated entity which was incorporated by Ambeon Capital PLC on 22nd January 2026, specifically for the purpose of making this voluntary offer, it does not have any financial statements.

With respect to Ambeon Capital PLC:

There are no preliminary announcements made since the publication of the last published audited accounts and there are no publicly known material changes in the financial position of the Offeror.

	2022/2023 (LKR)	**2023/2024 (LKR)**	**2024/2025 (LKR)**
Turnover	20,658,634,036	16,965,438,514	17,301,634,906
Profit/ (Loss) Before Tax	1,431,828,783	3,064,604,666	1,798,432,088
Profit/ (Loss) After Tax	841,049,839	2,547,480,785	1,592,258,030
Earnings/ (Loss) Per Share Before Tax	-	-	-
Earnings/ (Loss) Per Share After Tax	0.17	1.79	1.09
Dividends Per Share	Nil	Nil	Nil

The assets and liabilities of Ambeon Capital PLC as shown in the last published audited accounts (as at 31st March 2025) are given below.

	LKR
Non-Current Assets	
Property, Plant & Equipment	289,725,931
Intangible Assets	1,344,587,545
Biological Assets	84,891,950
Investment Property	1,445,120,550
Investment in Equity Accounted Investee	907,700,438
Other Financial Assets	9,249,904
Right-of-Use Assets	405,087,518
Deferred Tax Asset	128,045,820
	4,614,409,655
Current Assets	
Inventories	2,493,921,517
Trade & Other Receivables	7,125,687,902
Other Financial Assets	13,422,302,704
Income Tax Recoverable	11,843,159
Cash & Cash Equivalents	932,552,651
	23,986,307,933
Total Assets	28,600,717,589

EQUITY AND LIABILITIES	
Equity	
Stated Capital	1,053,643,405
Other Components of Equity	(4,429,064)
Retained Earnings	5,340,350,961
Equity Attributable to Equity Holders of the Company	6,389,565,302
Non Controlling Interests	3,949,914,041
Total Equity	10,339,479,343
Non-Current Liabilities	
Other Financial Liabilities	347,936
Interest Bearing Loans & Borrowings	492,541,543
Retirement Benefit Obligation	375,855,260
Deferred Tax Liability	306,705,920
	1,175,450,659
Current Liabilities	
Trade and Other Payables	4,457,570,068
Income Tax Payable	250,180,273
Contract Liability	1,904,072,863
Interest Bearing Loans & Borrowings	10,473,964,383
	17,085,787,587
Total Equity and Liabilities	28,600,717,589

There are no publicly known material changes in the financial position of the Offeror since the latest published audited accounts.

III. Particulars and information relating to the Offeror

(a) The Shareholding of the Offeror in the Offeree Company – *Nil*
The Shareholding of Ambeon Capital PLC in the Offeree Company – *Nil*

(b) The shareholding in the Offeree in which the Directors of the Offeror have an interest as at date – *Nil*
The shareholding in the Offeree in which the Directors of Ambeon Capital PLC have an interest as at date – *Nil*

(c) The shareholding in the Offeree which any person acting in concert with the Offeror owns or controls – *Nil*
The shareholding in the Offeree which any person acting in concert with Ambeon Capital PLC owns or controls - *Nil*

(d) The shareholding in the Offeree owned or controlled by any person who, prior to the posting of the Offer Document, has made an irrevocable commitment to accept the offer together with the names of such persons

The following individuals, who collectively hold 981,118 shares constituting 51.11% of the ordinary voting shares in issue in Harischandra Mills PLC, have agreed to accept the offer by the Offeror in full:

(i) Upeka Nethri De Silva (holder of 286,936 shares [14.95%]);
(ii) Chitra Padmini Rodrigo (holder of 278,920 shares [14.53%]);
(iii) Tamara Samarasinghe (holder of 266,920 shares [13.90%)]);
(iv) Senaka Nilkantha Samarasinghe (holder of 76,670 shares [3.99%]);
(v) Nanditha Aparna Rodrigo (holder of 30,736 shares [1.60%]);
(vi) Satyajit Arjuna Rodrigo (holder of 30,736 shares [1.60%]);
(vii) Gunamuni Sanath De Silva (holder of 2,000 shares [0.10%]);
(viii) Malathie Padmaprabha De Silva (holder of 5,000 shares [0.26%]);and
(ix) Ramani Kamala Samarasinghe (holder of 3,200 shares [0.17%]).

(e) If any party whose shareholdings are required to be disclosed under any of the preceding paragraphs, has dealt for value in the shares in question during the period commencing twelve months prior to the offer period and ending with the day prior to the posting of the Offer Document, the details, including dates and prices:

No dealings have taken place.

IV. Statements to be made by the Offeror

(a) The intention of the Offeror regarding the continuation of the business of the Offeree

It is the intention of the Offeror to continue the operations of the Offeree as a going concern, with the Offeree operating as a standalone entity.

(b) The intention of the Offeror regarding any major changes to be introduced in the business, including any redeployment of the fixed assets of the Offeree.

The Board of Directors of the Offeror has no plans to implement any major changes to the business of the Offeree, including any redeployment of fixed assets of the Offeree.

(c) The long-term commercial justification for the proposed offer

The proposed acquisition of the Offeree, offers the *Offeror a strategic opportunity to establish a dominant position in Sri Lanka's consumer goods sector by leveraging a heritage brand with high defensive value.*

(d) The intentions of the Offeror with regard to the continued employment of the employees of the Offeree and its subsidiaries

The Offeror intends that the recruitment and termination of employees of the offeree will continue to form part of the duties and responsibilities of the management of the offeree, following the Offer. The Offeror does not currently intend to terminate the services of any employees of the Offeree.

V. Effect of the emoluments of the Offeror's Directors due to the acquisition of the Offeree

The emoluments of the Board of Directors of the Offeror will not be affected due to the acquisition of the Offeree.

(4) TERMS OF THE OFFER

(a) **Date of the Offer**

The Offer is made on 20th April 2026 and will be kept open for a period of not less than 21 days from the date the Offer Document is posted to the shareholders of the Offeree. Copies of this document, the Form of Acceptance, Transfer Form and related documents are available with the Registrars to the Offer, Group Corporate Affairs, Ambeon Essentials (Private) Limited, No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 8.

(b) **Conditions of the Offer**

The offer is **unconditional as to acceptance** in respect of One Million Nine Hundred and Nineteen Thousand Six Hundred (1,919,600) ordinary voting shares constituting One Hundred per centum (100%) of the issued ordinary voting shares of Harischandra Mills after taking into consideration that (i) Upeka Nethri De Silva (holder of 286,936 shares [14.95%]), (ii) Chitra Padmini Rodrigo (holder of 278,920 shares [14.53%]), (iii) Tamara Samarasinghe (holder of 266,920 shares [13.90%]), (iv) Senaka Nilkantha Samarasinghe (holder of 76,670 shares [3.99%]), (v) Nanditha Aparna Rodrigo (holder of 30,736 shares [1.60%]), (vi) Satyajit Arjuna Rodrigo (holder of 30,736 shares [1.60%]), (vii) Gunamuni Sanath De Silva (holder of 2,000 shares [0.10%]), (viii) Malathie Padmaprabha De Silva (holder of 5,000 shares [0.26%]), and (ix) Ramani Kamala Samarasinghe (holder of 3,200 shares [0.17%]), together constituting 51.11% of the ordinary voting shares in issue in Harischandra Mills PLC, having agreed to accept the offer made by Ambeon Essentials (Private) Limited in full.

The Ordinary Voting Shares to be acquired under this Offer shall be acquired free from all liens, claims, charges, pledges, third-party rights, and other encumbrances, and along with all rights now or hereafter attached to them, including profits, dividends, and distributions (if any) declared and paid.

Unconditional as to Acceptances shall mean:
"*The Offeror must accept and pay for all shares tendered at the offer price, while the shareholders of the Offeree lose their right to withdraw the shares*".

It must be noted that "acceptance" by the shareholder means adherence to "Procedure for Acceptance of the Offer" set out in **Clause 6.**

(c) **Acceptance Period**

(i) The Offer will initially be open for acceptance until 11th May 2026 but may be extended subject to paragraph (iii) below. Although no revision is envisaged, if the Offer is revised it will remain open for acceptance for a period of at least 14 days from the date on which written notification of a revision is posted to the Offeree shareholders. Where the Offer is revised, all shareholders who accepted the initial Offer will receive the revised consideration.

(ii) The Offer may, with the approval of the SEC, be extended beyond the sixtieth day after the date on which the Offer Document is forwarded to the Offeree shareholders, if a competing offer has been made or announced.

(iii) If an extension of the Offer has been granted by the SEC pursuant to paragraph (ii) above, the Offeror will inform the Offeree shareholders of the next expiry date of the Offer.

(d) **Announcements**

By 4.30 p.m. on the market day immediately following the day on which the Offer expires or is revised or extended, the Offeror will issue a statement to the CSE specifying whether the Offer has expired or has been revised or extended and will also state the total number of Offeror's shares (as nearly as practicable)

(i) for which acceptances of the Offer have been received;
(ii) held before the Offer Period; and
(iii) acquired or agreed to be acquired during the Offer Period,

and will specify the percentage of Offeree shares represented by these figures. The Offeror will simultaneously request the CSE to make an announcement to that effect on the Trading Floor.

If the Offeror fails to make the required announcement as stated above, a shareholder shall be entitled to withdraw his acceptance immediately.

(e) **Non-Resident Shareholders of the Offeree**

Offeree shareholders who are not residents of Sri Lanka and who are citizens, residents or nationals of other countries should take into consideration their jurisdiction and any laws directly related thereto. The Offeror will not be responsible for any statutory or other approvals that may be necessary in the event of such persons accepting the Offer.

Non Resident shareholders of Offeree should also indicate details of their Inward Investment Account (IIA) [previously referred to as Securities Investment Account (SIA) / Share Investment External Rupee Account (SIERA)] to which the payment in lieu of shares are to be remitted, in the space provided for such information, together with a confirmation issued by such Non-Resident shareholder's Bank in which the IIA Account is maintained or by such Non-Resident shareholder's stock broker, that the shares accepted/tendered for sale were purchased from proceeds channeled through their IIA/SIA/SIERA.

(5) GENERAL INFORMATION RELATING TO THE OFFER

(a) The terms, provisions, instructions and authorities contained in or deemed to be incorporated in the Form of Acceptance constitute part of the terms of the Offer.

(b) Words and expressions defined in this document have the same meanings when used in the Form of Acceptance unless the context otherwise requires.

(c) No acknowledgment of receipt of any Form of Acceptance, Share Transfer Form, share certificate(s), or another document (s) will be given by or on behalf of the Offeror.

(d) All communications, notices, certificates, other documents, and remittances to be sent to Offeree shareholders will be sent (or to their designated agents) at their (Offeree shareholders') risk.

(e) The Offer and all acceptances thereof or pursuant thereto and the relevant Form of Acceptance, form of transfer, letter of authorization to CDS and all contracts made pursuant thereto and action taken or made or deemed to be taken or made under any of the foregoing shall be governed by and construed in accordance with the Laws of Sri Lanka.

Execution by or on behalf of an Offeree shareholder of a Form of Acceptance will constitute his submission, in relation to all matters arising out of or in connection with the Offer and the Form of Acceptance, form of transfer, letter of authorization to CDS to the jurisdiction of the Courts of Sri Lanka.

Any failure to receive the duly dispatched Offer Document by any person to whom the Offer is made or should be made, shall not invalidate the Offer in any way.

(6) PROCEDURE FOR ACCEPTANCE OF THE OFFER

The following procedure should be followed in the event you decide to accept the Offer.

(a) To Accept the Offer

To accept the Offer, you must complete the Form of Acceptance (Appendix II) in accordance with the instructions printed thereon in the presence of a witness who should also sign and return the Form of Acceptance **together with the related documents** in accordance with the procedure set out in Clause (b) below to be received by Group Corporate Affairs, Ambeon Essentials (Private) Limited, No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 8, not later than 4.30 p.m. on 11th May t2026.

(b) Return of Form of Acceptance

(i) If your Offeree shares **are not deposited** with the CDS:
The completed and signed Form of Acceptance (Appendix II) and the Transfer Form (Appendix III) signed by you as transferor with your signature duly witnessed together with the relative share certificate(s) and/or other document(s) of title or otherwise as hereinafter set out should be returned by post or by hand to reach Group Corporate Affairs, Ambeon Essentials (Private) Limited, No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 8, not later than 4.30 p.m. on 11th May 2026.

(ii) If your Offeree shares **are deposited** with the CDS and you wish to effect the transfer through the CDS:
The completed and signed Form of Acceptance (Appendix II) and the Letter of Authorization addressed to the CDS (Appendix IV) duly completed and signed with your signature witnessed thereon, should be returned through your stockbroker to reach Group Corporate Affairs, Ambeon Essentials (Private) Limited, No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 8, not later than 4.30 p.m. on 11th May 2026.

(iii) If you hold Offeree shares in more than one CDS Account please use separate Forms of Acceptance and Letters of Authorisation addressed to the CDS for each account held. You may use photocopies of the forms provided for this purpose.

(c) Documents signed under Power of Attorney

If any document is signed under a Power of Attorney ("**POA**"), the POA should be registered with the Company Secretary of the Offeree. A copy thereof duly certified by a Notary Public should be sent together with the Form/s of Acceptance.

(d) Document(s) of title not readily available or lost

If for any reason the relevant share certificate(s) and/or other document(s) of title and/or proof of remittance of funds is/are not readily available or/is lost, you should nevertheless complete, sign and return the Form of Acceptance and the Transfer Form or the Letter of Authorization to CDS (as applicable) as stated above so as to be received by Group Corporate Affairs, Ambeon Essentials (Private) Limited, No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 8, no later than 4.30 p.m. on 11th May 2026.

Such shareholders whose share certificates are not readily available or lost shall also complete a Letter of Indemnity and an Affidavit as per the specimens attached as Appendix V and VI and forward the same together with the Form of Acceptance to reach Group Corporate Affairs, Ambeon Essentials (Private) Limited, No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 8, to facilitate the issue of a duplicate certificate for processing of the Acceptance.

In the case of deceased shareholders, their legal representatives are to contact the Registrars to the Offer immediately, for information regarding the documents to be forwarded to constitute a valid acceptance of the Offer.

(e) Validity of Acceptances

The Offeror reserves the right, subject to the terms of the Offer and the Code, to treat as valid any acceptance of the Offer that is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. In that event, the consideration under the Offer will not be settled until the share certificate(s) and/or other document(s) of title or indemnities satisfactory to the Offeror are received.

(7) SETTLEMENT

The consideration to which any Offeree shareholder is entitled to under the Offer shall be settled either by direct transfer via SLIPS / RTGS or Bank Draft [as per preferred mode of settlement indicated by the Applicant in the Form of Acceptance, Appendix II] sent by registered mail (in the case of Bank Drafts) to such shareholder (in case of Non-Resident shareholders who have provided details of their IIA, to the relevant Banks) as soon as practicable, and in any case not later than twenty-one days after the receipt of valid acceptance.

Payments to Offeree shareholders on acceptances that are not entirely in order and which have been treated as valid by the Offeror under the provisions of **Clause 6(e)** above will not be made until the share certificate(s) and/or other document(s) of title or indemnities satisfactory to the Offeror are received.

Payments made by Bankers Draft will be crossed **"account payee only".** In the case of joint shareholders, Bankers Drafts will be drawn in favour of the first shareholder as appearing in the Share Certificate(s) or other document(s) of title and/or the Form of Acceptance.

Settlement of the consideration to which any Offeree shareholder is entitled to under the Offer will be implemented in full in accordance with the terms of the Offer without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled as against such Offeree shareholder.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the documents listed below will be available for inspection at the office of Ambeon Essentials (Private) Limited (Offeror) during normal business hours on any weekday at No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 08, while the Offer remains open for acceptance.

(a) The Articles of Association of Ambeon Essentials (Private) Limited and Ambeon Capital PLC;

(b) The latest list of Directors of Ambeon Essentials (Private) Limited and Ambeon Capital PLC; and

(c) This document and the Appendices set out below:

Appendix I Confirmation issued by People's Bank on the availability of Financial Resources to implement the Offer in full

Appendix II Form of Acceptance

Appendix III Transfer Form

Appendix IV Letter of Authorization to CDS

Appendix V Specimen of Affidavit

Appendix VI Specimen of Letter of Indemnity

9. DECLARATION BY THE OFFEROR

We, the undersigned whose names appear in **Clause 3(2)(a)** hereof as Directors of the Offeror, do hereby declare and confirm that we approve the Offer Document and collectively and individually accept full responsibility for the completeness and the accuracy of the information contained in the Offer Document and confirm that to the best of our knowledge and belief that there are no other facts, the omission of which would make any statement herein misleading in any material respect.

For and on Behalf of

AMBEON ESSENTIALS (PRIVATE) LIMITED

Director **Director**

This 20th day of April 2026.

CONFIRMATION ISSUED BY PEOPLE'S BANK ON AVAILABILITY OF FINANCIAL RESOURCES TO IMPLEMENT THE OFFER IN FULL

PEOPLE'S BANK

CORPORATE BANKING DIVISION
People's Tower
Level 13
No. 374, Dr. Colvin R. de Silva Mawatha
Colombo 02
Sri Lanka

02nd April 2026

Director General
Securities and Exchange Commission of Sri Lanka
Level 28 – 29, East Tower
World Trade Center, Echelon Square
Colombo 01

Dear Sir,

CONFIRMATION UNDER RULE 31(5) OF THE COMPANY TAKE-OVERS AND MERGERS CODE 1995 AS AMENDED IN 2003

We, People's Bank do hereby confirm that Ambeon Essentials (Private) Limited (the "Company") has adequate financial resources to satisfy the full acceptance of the Voluntary/Mandatory Offermade by the Companyto all the shareholders of Harischandra Mills PLC to acquire their shares in Harischandra Mills PLC, amounting to Sri Lanka Rupees Six Billion Five Hundred and Twenty Six Million Six Hundred and Forty Thousand (LKR 6,526,640,000/-).

This confirmation will be in force until the payment is made to the shareholders who accept the Voluntary/Mandatory Offer.

This letter is issued at the request of Ambeon Essentials (Private) Limited.

Yours faithfully,

For and on behalf of People's Bank

K.W.N. Nadeeshai
Relationship Manager
Corporate Banking

P.A.P.R.S. Perera
Assistant General Manager
Corporate Banking (Relationship 01)

Tele : +94 (0) 113 740 740 (General) Swift : PSBKLKLX E-mail : sgmead_cb@peoplesbank.lk

APPENDIX II

FORM OF ACCEPTANCE

To be completed by the Shareholders of Harischandra Mills PLC who wish to accept the Offer by Ambeon Essentials (Private) Limited for shares in Harischandra Mills PLC

1. I/We the undersigned, hereby accept the Offer made by the Offeror in terms of their Offer Document dated 20th April 2026 in respect of ………………………………………… Harischandra Mills PLC shares [*indicate the total number of shares you wish to sell*] belonging to me/us (and registered in the manner set out below) at a consideration of Rs. 3,400/- per share.

2. My/our full name(s), address(es) and National Identity Card/Passport No.(s)/Company Registration No.(s) are given below :

(a) <u>First named/only holder</u>

Full name : ....

National Identity Card/Passport/Company Registration No. : ....

Address : ....

....

Telephone No: ....

(b) <u>Other joint holders, if any -</u>

Full name : ....

National Identity Card/Passport/Company Registration No. : ....

Address : ....

....

Telephone No: ....

Full name : ....

National Identity Card/Passport/Company Registration No. : ....

Address : ....

....

Telephone No: ....

3. For the purposes of the Foreign Exchange Act, I/We hereby declare that (please tick as is applicable to you).

☐ (i) I am a/We are citizen(s) of Sri Lanka, resident in Sri Lanka or a Private/Public Company /Corporation incorporated in Sri Lanka

☐ (ii) I am a/We are citizen(s) of Sri Lanka, resident outside Sri Lanka or non-citizen of Sri Lanka or a Company/Corporation incorporated outside Sri Lanka. I/We give below details of the Principal Shareholder's Inward Investment Account (IIA) to which the payment due to me /us should be deposited;

(a) Name and Branch of Bank ………………………………………………….............

(b) Account No. ..…………………………………………………………………......

☐ (iii) I/We further confirm that the shares accepted/tendered for sale were purchased from proceeds channeled through the aforesaid IIA and attach hereto, the confirmation issued by my Banker / Stock Broker, namely... Dated ……………………….

4. The aforesaid.....................................………………………………… Harischandra Mills PLC shares [set out in paragraph '1'] belonging to me/us are held by me/us as follows:-

****Number of Harischandra Mills PLC shares registered in the Company share ledger in my/our name (s)**	**Number of Harischandra Mills PLC shares lodged with the CDS**	**Total number of shares**

****Shares held in script form/in the form of share certificates.**

5. **Please tick (√) one box as is applicable to you. Please refer Section 6 of the Offer document for further details.**

☐ Please pay any amount due to me/us via bank draft/s in favour of the principal/sole shareholder stated in Section 2(a) above, crossed "**Not Negotiable-Account Payee Only**" and mailed to me/us at my/our own risk to the address in the Register of shareholders/CDS.

☐ Please remit any amount due to me/us via SLIPS/RTGS transfer in favour of the principal/sole shareholder stated in Section 2(a) to the account detailed in cages below.

BANK CODE				BRANCH CODE			ACCOUNT NUMBER											

* Please provide accurate information of the Principal Shareholder referred to in Clause 2(a). Consult your bank branch manager regarding the account details if in doubt

.

Yours faithfully,

Signed by the above named in the presence of

(a)……………………………….	(b)……………………………….	(c)……………………………….
on this…... day of……………2026	on this…... day of……………2026	on this…... day of……………2026
Signature of First / only holder and date of such signature in the presence of	*Signature of First joint holder and date of such signature in the presence of*	*Signature of Second Joint holder and date of such signature in the presence of*
…………………………………… Signature of Witness	…………………………………… Signature of Witness	…………………………………… Signature of Witness
…………………………………… Name and Address of Witness	…………………………………… Name and Address of Witness	…………………………………… Name and Address of Witness

Instructions as to completion of Form of Acceptance

1. In the space provided in paragraph 1, please fill the number of Harischandra Mills PLC shares in respect of which you wish to accept the offer
2. The full names, National Identity Card / Passport / Company Registration numbers and addresses of all the shareholders should be given in the space(s) provided.
3. The declaration to be completed by each Harischandra Mills PLC shareholder for the purposes of the Foreign Exchange Act and set out in paragraph 3 of the Form of Acceptance should be completed by deleting whichever is inapplicable. A person who is unable to make such declaration should contact the Registrars to the Offer who would advise such person to obtain the necessary permission from the Director, Foreign Exchange Department of the Central Bank of Sri Lanka established by the Monetary Law Act.
4. Each shareholder must sign the Form of Acceptance in the presence of a witness who is not another joint holder and the witness must also sign and state his/her name and address in the space(s) provided. In the case of joint shareholders, all shareholders should sign the Form of Acceptance.
5. In the case of a corporate shareholder, the Form of Acceptance should be signed in accordance with the Articles of Association / Statute.
6. If the Form of Acceptance is signed under a Power of Attorney, the Original Power of Attorney or a copy thereof certified by an Attorney-at-Law should be sent to the Registrars together with the Form of Acceptance.

APPENDIX III

TRANSFER FORM

To be completed by Shareholders of Harischandra Mills PLC whose shares are not deposited with the CDS

Name of Company: Harischandra Mills PLC

I/We…………………………………………………………..
................................of...
(hereinafter referred to as the "**Transferor**") in consideration of the payment of Rs. 3,400/- per share by Ambeon Essentials (Private) Limited (hereinafter referred to as the "**Transferee**") do hereby transfer to the said Transferee .... * shares in Harischandra Mills PLC standing in my/our name/s in the books of the Company, to hold unto the said Transferee their successors and assigns subject to the several conditions on which I/we hold the same; and we the said Transferee do hereby agree to take the said shares subject to the same conditions.

Signed by the above-named Transferor/s	(1)	…………………………..
on this .... day of..................... 2026 in the presence of	(2)	………………………….
	(3)	…………………………. TRANSFEROR/S signature(s)

(Signature of witness) ....

(Name of witness) ....

(Address of witness) ....

....

(Occupation of Witness) ....

NOTES : 1) Please complete the Declaration for the purposes of the Foreign Exchange Act, herein.
*2) Indicate such number of shares accepted by you as set out in the Form of Acceptance in Appendix II

DECLARATION BY TRANSFEROR/S FOR THE PURPOSES OF THE FOREIGN EXCHANGE ACT

*I/We being the holder/(s) of the securities referred to in the above transfer hereby declare that:-

☐ (i) I am a/We are citizen(s) of Sri Lanka, resident in Sri Lanka or a Private/Public Company /Corporation incorporated in Sri Lanka

☐ (ii) I am a/We are citizen(s) of Sri Lanka, resident outside Sri Lanka or non-citizen(s) of Sri Lanka or a Company/Corporation incorporated outside Sri Lanka. I/We give below details of the Principal Shareholder's Inward Investment Account (IIA) to which the payment due to me /us in respect of shares should be deposited

(a) Name and Branch of Bank ………………………………………………………...

(b) Account No…………………………………………………………………….....

☐ (iii) I/We further confirm that the shares accepted/tendered for sale were purchased from proceeds channeled through the aforesaid IIA account.

……………………	………………………	…………………….
Transferor	Transferor	Transferor
(First/only Shareholder)	(First Joint Shareholder)	(Second Joint Shareholder)

* The inapplicable declaration should be deleted.

To be completed by the Transferee after the transfer form is returned to the Registrars

Signed by the above-named Transferee under their emboss seal on this .... day of.......................2026 in the presence of:

….……..……..……...……	**………………………….........**
Director	**Director**

TRANSFEREE

(Signature of witness) ....

(Name of witness) ....

(Address of witness) ....

....

(Occupation of Witness) ....

DECLARATION BY TRANSFEREE FOR THE PURPOSES OF THE FOREIGN EXCHANGE ACT

We, Ambeon Essentials (Private) Limited, being the Transferee of the shares referred to in the above transfer do hereby declare that, we are a company incorporated under the Laws of Sri Lanka and that we are not acting as nominee/s for any person/s resident outside Sri Lanka

….……..……..……...……	**………………………….........**
Director	**Director**

TRANSFEREE

APPENDIX IV

LETTER OF AUTHORISATION TO CDS

To be completed by the Shareholders of Harischandra Mills PLC whose shares are deposited with CDS.

[This letter should be forwarded to the Registrars to the Offer. If you have more than one broker, kindly complete a separate form for each Broker. You may use photocopies of this Form for such purpose]

Date …............................

The Manager
Central Depository Systems (Pvt) Ltd
Ground Floor, M&M Center
341/5, Kotte Road
Rajagiriya
Sri Lanka

Dear Sir

AUTHORITY TO TRANSFER SHARES DEPOSITED IN CDS

CDS Account No.				-										-			-		

Name of Broker - …..

Name of Company - **Harischandra Mills PLC**

*Number of Shares - …......................................

I/we write to advise you that I/we have decided to accept the Offer made by the Offeror through the Offer Document dated 20th April 2026, for purchase by the Offeror of..Shares of **Harischandra Mills PLC** belonging to me/us and deposited with the Central Depository System (CDS).

Note : * Indicate the same number of shares indicated by you in the Form of Acceptance Appendix II

I/We accordingly authorize you, at the request of the Registrars to the Offer, Group Corporate Affairs, Ambeon Essentials (Private) Limited, to reallocate the **Harischandra Mills PLC** shares credited to the above account, to the CDS Account No. [……………….…] in the name of the Offeror.

Yours faithfully,

Name(s) of Shareholder(s)	Signature(s)
1 …...	…...........................
2. …...	…............................
3. …...	…............................

[Appendix IV – Contd]

Authorisation of Broker

We hereby give our consent to release / transfer the shares referred to above from the above client's CDS Account.

Name of Broker : …...

Name of Authorised Officer
& Designation : …..

Authorised Signature & Stamp : …..

Date : …..

NOTE :
Upon obtaining the Authorisation of the Broker, these documents should be forwarded to the Registrars to the Offer, Group Corporate Affairs, Ambeon Essentials (Private) Limited, No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 8**, through your Broker, who will forward same to the CDS.**

To be attended to by the Registrars

Authorisation of Central Depository Systems (Private) Limited

Balance confirmed in CDS Account and .... shares are reserved for transfer.

…..
Authorised Signature – CDS

Date : …...

APPENDIX V

AFFIDAVIT

I/We .... of

....and

… .... of

…………………………………………………………………………………………………..

in the Democratic Socialist Republic of Sri Lanka being Buddhist/Hindu/ Muslim* do hereby individually, solemnly sincerely and truly declare and affirm/ being Christian(s) make oath and swear*as follows :

(1) I/We am/ are the affirmant/affirmants or the deponent/deponents above named.

(2) I/We am / are the registered holder / holders of .... ordinary (voting) shares held upon Share Certificate number /s..................... in Harischandra Mills PLC.

(3) That to the best of my / our knowledge and belief the said original certificate/s has / have either been lost, misplaced or accidentally destroyed and that I have made and caused to be made a diligent search but have been unable to find the same.

(4) That since the said Certificate was issued to me/us, I/we have not sold, pledged the said shares, or in any way parted with possession of the said Certificates and the said shares and Certificate/s is / are my / our absolute property.

(5) I / We therefore request the Company to issue me /us with a duplicate of such share Certificate/s and in consideration of the Company doing so undertake to indemnify the Company against claims and demands (and any expense thereof) which may be made against the Company in complying with my / our request.

(6) I / We hereby undertake further to furnish to the Company a Letter of Indemnity.

Signed and affirmed to by the affirmants*/ signed and)
sworn to by the Deponents* above named at)
on this…… day of ……….. Two Thousand and Twenty Six)

BEFORE ME

JUSTICE OF THE PEACE /
COMMISSIONER FOR OATHS

* Please delete as appropriate.

APPENDIX VI

INDEMNITY

To:
The Board of Directors
Harischandra Mills PLC
No. 11, C.A. Harischandra
Mawatha,
Matara.

Dear Sir

I/We……………………...
.... the undersigned presently ……………………………………………………………………………………… of……………………………………………………….…………………………………………........
do hereby request you to issue to me/us a Duplicate Share Certificate/s for the under mentioned ordinary (voting) shares registered, as at date, in *my/our* name in the Register of Shareholders of Harischandra Mills PLC, the original share certificates having being misplaced, destroyed or lost and in consideration of your so doing, I hereby agree and undertake to indemnify you and keep you indemnified and saved harmless at all times from and against all actions, fines, claims, demands, losses, damages, costs and expenses howsoever arising which may arise or be brought against, paid, incurred or sustained by you by reason of the said Share Certificate/s having been misplaced, destroyed or lost or by reason of or in consequence of your issuing to me a Duplicate Share Certificate/s for the said ....ordinary (voting) shares or otherwise howsoever.

I/We further agree and undertake that if the said share certificates shall hereafter be found, I/We shall deliver the same or cause the same to be delivered to you for no consideration whatsoever.

PARTICULARS OF THE SHARE CERTIFICATES

Certificate Number/s	Name of Shareholder	Number of Shares

Yours faithfully

……………………………………..
(*Signature of Shareholder*)

Dated this………… day of………….. 202…..

Witness:
1 ……………………… (Signature) 2.. (Signature)
…………………… (Name & Address) .... (Name & Address)