NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Thirty Second (32nd) Annual General Meeting of Bogawantalawa Tea Estates PLC will be held by way of electronic means on Tuesday, 30th September 2025 at 10.00 a.m. centered at Metrocorp Building, 1st Floor, No. 150A, Nawala Road, Nawala, Nugegoda and the business to be brought before the Meeting will be:

1. Ordinary Business

1.1 To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and the Statement of Accounts for the year ended 31st March 2025 with the Report of the Auditors thereon.

1.2 To re-elect as a Director, Mr. L J Ambani who retires by rotation in terms of Articles 89 & 90 of the Articles of Association of the Company.

1.3 To re-elect as a Director, Mr. C M O Haglind who retires by rotation in terms of Articles 89 & 90 of the Articles of Association of the Company.

1.4 To re-elect as a Director, Mr. K V N De Silva who retires in terms of Article 96 of the Articles of Association of the Company.

1.5 To pass the ordinary resolution set out below to re- appoint Mr. D J Ambani who is 72 years of age, as a Director of the Company;

"IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act No.07 of 2007 shall not apply to Mr D J Ambani who is 72 years of age and that he be and is hereby re-appointed a Director of the Company."

1.6 To pass the ordinary resolution set out below to re- appoint Mr D A de S Wickramanayake who is 75 years of age, as a Director of the Company;

"IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act No.07 of 2007 shall not apply to Mr D A de S Wickramanayake who is 75 years of age and that he be and is hereby re-appointed a Director of the Company."

1.7 To authorize the Directors to determine donations for the ensuing year.

1.8 To re-appoint Messrs. BDO Partners, Chartered Accountants as Auditors of the Company and to authorize the Directors to determine their remuneration.

2. Special Business

To consider and, if thought fit, to pass the following Special Resolution to amend the Articles of Association of the Company.

"IT IS HEREBY RESOLVED THAT

(a) the existing heading, 'Resolution in lieu of Meeting' and the Article 58 be deleted in its entirety, and the following new heading and the Article 58 be substituted therefor;

METHODS OF HOLDING GENERAL MEETINGS

58. (1) A General Meeting of shareholders may be held either—

(i) by a number of shareholders who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; (hereinafter sometimes referred to as the physical meeting); or

(ii) by means of audio, or audio and visual communication by which all shareholders participating and constituting a quorum can simultaneously hear each other throughout the meeting (hereinafter sometimes referred to as Electronic Meeting); or

(iii) by a meeting held both physically and electronically (called Hybrid Meetings); or

(iv) by means of a resolution in writing signed by not less than Eighty-Five per centum (85%) of the Shareholders who would be entitled to vote on a resolution at a meeting of Shareholders, who together hold not less than Eighty-Five per centum (85%) of the votes entitled to be cast on that resolution, shall be valid as if it had been passed at a General Meeting of those Shareholders.

(2) The Board shall determine whether a General Meeting is to be held as a physical General Meeting as referred to in 58. (1)(i) or held as an electronic General Meeting as referred to in 58. (1)(ii) or held as a Hybrid General Meeting, both physically and electronically, as referred to in 58. (1)(iii) or by a Resolution in writing as referred to in 58. (1)(iv).

(3) The Board shall specify in the notice calling the general meeting whether the meeting will be physical or electronic or hybrid or by a Resolution in writing. Such notice shall also specify the time, date, and place and/or electronic platform(s) of the General Meeting, as it is determined.

(i) When conducting an Electronic General Meeting, the Board shall enable persons to simultaneously attend by electronic means, with no member necessarily in physical attendance at the Electronic General Meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question.

(ii) If it appears to the Chairman of the General Meeting that the electronic platform(s), facilities, or security at the Electronic General Meeting have become inadequate for the purposes referred to herein then the Chairman may, without the consent of the meeting, interrupt to resolve such inadequacy where possible or adjourn the General Meeting. All business conducted at that General Meeting up to the time of that adjournment shall be valid and the provisions of Article 63 shall apply to that adjournment.

(iii) In relation to an Electronic General Meeting, the right of a member to participate in the business of any General Meeting shall include, without limitation, the right to speak, vote on a poll, be represented by a proxy, and have access (including electronic access) to all documents which are required by the Act or these Articles to be made available for/at the meeting.

(b) the existing Article 81.(i) be deleted in its entirety and be replaced with the following new Article 81(i).

81 (i). The Board of Directors shall consist of not be less than five (5) nor more than nine (9) in number.

(c) the existing Article 122 be deleted in its entirety and replaced with the following new Article 122:

ALTERNATE DIRECTORS

122. (i)

(a) Subject to the Statutes and other laws applicable in respect of the composition of the Board, a Director may, due to exceptional circumstances, by notice in writing under his hand delivered to the Secretary, nominate an individual to be appointed as an Alternate Director of the Company for a maximum period of one (1) year from the date of appointment to attend to the duties of the Director in his absence.

(b) Such Alternate Director shall be entitled to receive notices of all meetings of Directors and to attend and vote as Director at any such meeting at which the Director appointing him is not personally present and to exercise the rights of the appointer at meetings of the Board.

(c) The attendance of any Alternate Director at any meeting, including a Board committee meeting, at which the appointer is absent, shall be counted for the purpose of quorum at such meeting.

(ii) The appointment of an Alternate Director shall be subject to the approval of the Board.

(iii) If an Alternate Director is appointed for a Non-Executive Director, such Alternate Director shall not be an executive of the Company.

(iv) If an Alternate Director is appointed to represent an Independent Non-Executive Director, such Alternate Director shall meet the criteria for independence specified in the Listing Rules of the Colombo Stock Exchange.

(d) the existing Article 125 be deleted in its entirety and replaced with the following new Article 125:

125. Subject to Article 122(i) hereof, an Alternate Director shall ipso facto cease to be an Alternate Director on the occurrence of any of the following events:

(i) If his appointer ceases for any reason to be a Director. Provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;

(ii) If the appointment of the Alternate Director is revoked by his appointer by a notice in writing delivered to the Secretary;

(iii) If the Board resolves that the appointment of the Alternate Director be terminated on a date determined by it prior to the completion of the period of one (1) year.

(iv) If he become prohibited by law from acting as Alternate Director including

a) If he is convicted of any offense under the Act punishable by imprisonment; or

b) If he is convicted of any offense involving dishonest or fraudulent acts whether in Sri Lanka or elsewhere.

(v) If he resigns by writing under his hand left at the Office.

(vi) If he ceases to hold office in terms of Section 207 of the Act.

(vii) If he becomes disqualified from being a Director in terms of Section 202 of the Act.

(e) the following words be added at the end of Article 159 :

The Company may serve notice by electronic mail to an electronic mail account notified by the shareholder in writing or any other acceptable means, to the Company or to the Central Depository System (Pvt) Ltd. Where electronic mail is used, the document or notice shall be deemed to have been received by the shareholder upon the dispatch of same by the Company through electronic mail.

(f) the existing Article 165 be deleted in its entirety and replaced with the following new Article 165:

Any notice required to be or which may be given by advertisement shall unless otherwise require by statute be published in Sinhala, Tamil and English national daily newspapers. The Company may if so permitted by statute, publish any notice required to be given to the shareholders on the official website of the Company and/or on the official website of the Colombo Stock Exchange (if the Company is listed on the Colombo Stock Exchange)."

By Order of the Board
Bogawantalawa Tea Estates PLC

Sgd.
P W CORPORATE SECRETARIAL (PVT) LTD
Director/Secretaries

28th August 2025
Colombo

Notes:
1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of him/her.
2. A Proxy need not be a shareholder of the Company.
3. A Form of Proxy is enclosed for this purpose.
4. The completed form of Proxy should be deposited at the Registered Office of the Company, Metrocorp Building, 1st Floor, No. 150 A, Nawala Road, Nawala, Nugegoda, not less than Thirty Six (36) hours before the time fixed for the commencement of the Meeting.