

NOTICE OF EXTRAORDINARY GENERAL MEETING

JOHN KEELLS HOLDINGS PLC

Company No. PQ 14

117, Sir Chittampalam A. Gardiner Mawatha,

Colombo 2,

Sri Lanka.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("Meeting") of John Keells Holdings PLC will be held as a virtual meeting on 9 September, 2024 at 3.00 p.m. for the purpose of considering and if thought fit passing the following, as ORDINARY RESOLUTIONS:

1. RIGHTS ISSUE OF ORDINARY SHARES

"IT IS HEREBY RESOLVED THAT One Hundred Fifty Million Two Hundred Sixty-Three Thousand Five Hundred Ninety-Five (150,263,595) new Ordinary Shares be issued to the existing Shareholders of the Company by way of a Rights Issue, in the proportion of One (1) new Ordinary Share for every Ten (10) Ordinary Shares held by the Shareholders of Ordinary Shares of the Company as at the Date of Entitlement, being the Record Date/Date of Provisional Allotment, which is the Second (2nd) Market Day from and excluding the date of this Meeting, namely 11 September, 2024, at an issue price of Rupees One Hundred and Sixty (Rs.160/-) per Share, which price is in the opinion of the Directors fair and reasonable to the Company and to the existing Shareholders, with each share ranking equal and *pari passu* in all respects with the existing Ordinary Shares of the Company;

THAT fractional Rights shall be ignored for the allotment of Rights and any unclaimed Rights and unallotted fractional Rights will be pooled together and allotted to Shareholders who have applied for additional Rights, and, in the event of an over subscription of additional Rights, the allotment of such additional shares shall be based on the proportion of Ordinary Shares of the Company held by them as at the Record Date."

2. SUB-DIVISION OF ORDINARY SHARES

"IT IS HEREBY RESOLVED THAT the Ordinary Shares of the Company, as at end of trading on the Date of Entitlement (Record Date for the Sub-division), [i.e. 2nd Market Day from and excluding the Cut-off Date for the Sub-division], be increased by way of a Sub-division under and in terms of Article 8 (iii) of the Articles of Association of the Company, whereby One (1) Ordinary Share will be sub-divided into Ten (10) Ordinary Shares, thereby increasing the Ordinary Shares in issue as at the Date of Recommencement of Share Trading. Accordingly, assuming full subscription of the Rights Issue of Shares, One Billion, Six Hundred Fifty-Two Million, Eight Hundred Ninety-Nine Thousand, Five Hundred Fifty-Two (1,652,899,552) Ordinary Shares in issue shall be increased to Sixteen Billion, Five Hundred Twenty-Eight Million, Nine Hundred Ninety-Five Thousand, Five Hundred Twenty (16,528,995,520) Ordinary Shares."

By Order of the Board

John Keells Holdings PLC



Keells Consultants (Private) Limited

Secretaries

12 August 2024

NOTES:

- i. A Member unable to attend the Meeting is entitled to appoint a Proxy to attend and vote in their place.
- ii. A Proxy need not be a Member of the Company.
- iii. A Member wishing to vote by Proxy at the Meeting may use the Form of Proxy enclosed herein.
- iv. Members are encouraged to vote by Proxy through the appointment of a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolution to be taken up at the Meeting in the Form of Proxy.
- v. In order to be valid, the completed Form of Proxy must be lodged at the Registered Office of the Company not less than 48 hours before the Meeting.
- vi. A vote can be taken on a show of hands or by a poll. If a poll is demanded, each Share is entitled to one vote. Votes can be cast in person, by proxy or corporate representatives. In the event an individual Member and their Proxyholder are both present at the Meeting, only the Member's vote is counted. If the Proxyholder's appointor has indicated the manner of voting, only the appointor's indication of the manner to vote will be used.
- vii. Instructions as to attending the virtual Meeting are enclosed.