

CIRCULAR TO THE SHAREHOLDERS

Dear Shareholder/s,

VIRTUAL ANNUAL GENERAL MEETING OF BALANGODA PLANTATIONS PLC FOR THE YEAR ENDED 31 DECEMBER 2025

A. GENERAL

1. The Thirty-third (33rd) Annual General Meeting of Balangoda Plantations PLC will be held as a virtual meeting via an online meeting platform conducted from the “Mini Auditorium” Melstacorp PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka on Wednesday 24th June 2026 at 10.00 a.m.
2. Only the Chairman, the Board of Directors, certain Key Management Personnel, the Company Secretary, and the External Auditors **on the Virtual Platform** and all shareholders will participate in the meeting through audio.
3. The Annual Report of the Company for the year 2025 will be available for perusal on the Company website at <https://bgdpl.lk>, <http://melsta.com/our-core-sectors/plantation-services> and the Colombo Stock Exchange website at <http://www.cse.lk>
4. If you wish to receive a printed copy of the Annual Report for the year 2025, please complete and forward us the Form of Request attached hereto (**Annexure 1**) by post to the registered address of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka or email bpimplcompanysecretary@gmail.com or facsimile + 94 11 2540333.

B. SHAREHOLDERS PARTICIPATION

1. The Shareholders are encouraged to appoint a Director of the company as their proxy to represent them at the meeting.
2. The shareholders may also appoint any other person other than a Director of the company as their proxy and the proxy so appointed shall participate in the meeting through audio or audio-visual means **only**.
3. The Shareholders who wish to participate in the meeting will be able to attend the meeting through audio or audio – visual means. To facilitate this process, The Shareholders are required to furnish the details of the shareholder and proxy holder, if any by perfecting Annexure II to the circular to shareholders and forward same to bpimplcompanysecretary@gmail.com or by facsimile on +94 11 2540333, to reach the secretary **not less than two (02) days before the date of the meeting** so that the **meeting login information** could be forwarded to the email address as provided.

4. To facilitate the appointment of proxies specified in B.1 and B.2 above, the Form of Proxy is attached with the Notice of Meeting. The duly filled Forms of Proxy should be sent to reach the Company Secretary via email to bplmplcompanysecretary@gmail.com or facsimile at +94 11 2540333 or by post to the registered address of the company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka, **not less than forty-eight (48) hours before the time fixed for the meeting.**

C. SHAREHOLDERS QUERIES

The Shareholders are hereby advised if they wish to raise any queries, such queries should be sent to the Company Secretary, via email to bplmplcompanysecretary@gmail.com or facsimile at +94 11 2540333 or by post to the registered address of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka **not less than Two (02) days before the date of the meeting.** This is to enable the Company Secretary to compile the queries and forward them to the attention of the Board of Directors so that they can be addressed at the meeting.

For any further queries on this matter, please contact following at the Company Secretarial Division of Balangoda Plantations PLC.

Ms. Saroja Amarasekara : Contact No - 94 11 2522871 ext. 794

Ms. Ganeshu Priyawadhani : Contact No - 0772761705

E-mail : bplmplcompanysecretary@gmail.com

The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

Yours Faithfully,
BALANGODA PLANTATIONS PLC

Sgd.
P A Jayatunga
Company Secretary
27th May 2026

Annexure I

Date: -.....

To :- Company Secretary
Balangoda Plantations PLC
110, Norris Canal Road
Colombo 10, Sri Lanka.

I would like to receive the printed version of the Annual report of Balangoda Plantations PLC

Full Name of the Shareholder (as on the CDS account/Share Certificate)	
Folio Number	
Company Registration No.	
Address	
Contact No.	

.....

Signature

.....

Date

Note:

- 1) Please complete the Form of Request by filling in legibly the required information in **BLOCK LETTERS** signing in the space provided and filling in the date of signature.
- 2) Please post the completed form of request to the Company Secretaries at the address given above or email to **bplmplcompanysecretary@gmail.com** or facsimile on +94 11 2540333



33RD ANNUAL GENERAL MEETING

REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION

Date :

To : Company Secretary
Balangoda Plantations PLC
110, Norris Canal Road
Colombo 10, Sri Lanka.

1) Full Name of the Shareholders

Primary 1:

*Joint 2:

*Joint 3:.....

2) Shareholders Address

3) Shareholder/s NIC No./Passport No./Company Registration No.

Primary 1:

*Joint 2:

*Joint 3:.....

4) Shareholder/s Contact No: Fixed Line..... Mobile.....
Email.....

5) Name of the Proxy holder

6) Proxy holder's NIC No/Passport No

7) Proxy Holder's Contact No: Fixed Line Mobile

Email:



I/We hereby certify that the details given above are true and accurate and are furnished to enable my/our online participation at the Annual General Meeting. I/We acknowledge that the Company shall have the right to disable my/our participation in the event the above information furnished is found to be incorrect or inconsistent with shareholding records.

Shareholder's Signature/(s) ****Strike out if not applicable****

..... Shareholder's Signature *1 st Joint Holder's Signature *2 nd Joint Holder's Signature
Date	Date	Date

Note:

1. ***It is mandatory for the shareholder/s to provide the email address and the contact number*** in the space provided above to forward the login information to facilitate online participation at the meeting.
2. Duly filed Registration of Shareholder Details Form should be forwarded to **bplmplcompanysecretary@gmail.com** or by facsimile at +94 11 2540333, to reach the Secretary ***not less than Two (02) days before the date of the meeting.***
3. Further instructions on connecting to the meeting will be provided to registered shareholders separately.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Thirty Third (33rd) Annual General Meeting of BALANGODA PLANTATIONS PLC will be held as a virtual meeting via an online meeting platform conducted from the “Mini Auditorium”, Melstacorp PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka on Wednesday 24th June 2026 at 10.00 a.m. to consider and if thought fit to pass the following resolutions:

1. To receive and consider the Annual Report of the Directors and the Financial Statements of the Company for the year ended 31st December 2025 together with the Auditors’ Report thereon.
2. To propose the following resolution as an ordinary resolution for the re- appointment of Mr. C R Jansz as a Director who has attained the age of seventy three (73) years.

“Ordinary Resolution

IT IS HEREBY RESOLVED THAT the age limit referred in Section 210 of the Companies Act No. 07 of 2007(Companies Act) shall not apply to Mr. C R Jansz Director of the Company, who has attained the age of seventy three (73) years and that he be re-appointed as a director of the company.

3. To propose the following resolution as an ordinary resolution for the re- appointment of Mr. M R Mihular as a Director who has attained the age of seventy (70) years.

“Ordinary Resolution

IT IS HEREBY RESOLVED THAT the age limit referred in Section 210 of the Companies Act No. 07 of 2007(Companies Act) shall not apply to Mr. M R Mihular Director of the Company, who has attained the age of seventy 70 years and that he be re-appointed as a director of the company.

4. To propose the following resolution as an ordinary resolution in accordance with sub clause (c) of Section 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange, to approve Mr M R Mihular as nevertheless independent upon him attaining the age of seventy years

“Ordinary Resolution

WHEREAS in keeping with sub clause (a) to Section 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange, the Nominations and Governance Committee along with the justification and rationale had recommended to the board of directors of the Company (“the Board”) to consider Mr. M R Mihular as nevertheless independent upon him attaining the age of seventy years on 18th June 2026

WHEREAS the Board having duly considered the said justification and rationale has confirmed the recommendation of the Nominations and Governance Committee to consider Mr M R Mihular as nevertheless independent upon him attaining the age of seventy years;

Accordingly, IT IS HEREBY RESOLVED THAT the recommendation of the Nominations and Governance Committee along with the justification and rationale and the confirmation of the board of directors of the Company to consider Mr M R Mihular as nevertheless independent upon him attaining the age of seventy years, be approved.

5. To re-elect Mr. K Dayaparan who retire by rotation at the Annual General Meeting in terms of Article 92 of the Articles of Association as a Director of the Company.
6. To approve a final dividend of 50 cents per share, as recommended by the Board of Directors.
7. To re-appoint M/s KPMG, Chartered Accountants as the auditors of the Company in terms of Section 158 of the Companies Act No. 07 of 2007 and authorize the Board of Directors to determine the remuneration of the Auditors for the year ending 31st December 2026.

By Order of the Board,

Sgd.
Pradeep A Jayatunga
Company Secretary
27th May 2026
Colombo

NOTES

- 1) The Thirty Third (33rd) Annual General Meeting of Balangoda Plantations PLC will be a virtual meeting held by participants joining in person or proxy and through audio or audio-visual means in the manner specified below:

i) Attendance of the Chairman and the Board of Directors

The Chairman, the Board of Directors, certain Key Management Personnel, the Company Secretary, and the External Auditors will be available **on the Virtual Platform on Wednesday, 24th June 2026 at 10.00 a.m.**

ii) Shareholder Participation

- a. The Shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
- b. The Shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting through audio or audio-visual means only.
- c. The shareholders who wish to participate in the meeting will be able to join the meeting through audio or audio-visual means. To facilitate this process, the shareholders are required to furnish the details of the shareholder and proxy holder, if any, by perfecting **Annexure II** to the circular to shareholders and forward same to Company Secretary via bplmplcompanysecretary@gmail.com or by facsimile on +94 11 254033, to reach the Secretary **not less than two (02) days before the date of the meeting** so that the meeting login information could be forwarded to the email address as provided. The circular to the shareholders will be posted to all the shareholders along with the Notice of Meeting and the Form of Proxy.
- d. To facilitate the appointment of proxies, the Form of Proxy is attached hereto and the duly filled Form of Proxy should be sent to the Company Secretary via e-mail bplmplcompanysecretary@gmail.com or facsimile at +94 11 254033 or by post to the Registered Office of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka **not less than forty – eight (48) hours before the time fixed for the meeting.**

iii) Shareholder's queries

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to the Company Secretary, via e-mail to bplmplcompanysecretary@gmail.com or facsimile at + 94 11 254033 or by post to the Registered Office of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka **not less than Two (02) days before the date of the meeting**. This is to enable the Company Secretary to compile the queries and forward same to the attention of the Board of Directors so that the same could be addressed at the meeting.

- 2) The Annual Report of the Company for the year 2025 will be available for perusal on the Company websites <https://bgdpl.lk>, <http://melsta.com/our-core-sectors/plantation-services> and the Colombo Stock Exchange website on www.cse.lk

If you wish to receive a printed copy of the Annual Report for the year 2025, please complete and forward us the Form of Request (**Annexure 1**) by post to the registered address of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka or email bplmplcompanysecretary@gmail.com or facsimile + 94 11 2540333

FORM OF PROXY

I/We*.....of.....
.....being a shareholder / shareholders of Balangoda Plantations PLC
hereby appoint;

Don Hasitha Stassen Jayawardena*	of failing him
Cedric Royle Jansz*	or failing him
Kumarasamy Dayaparan*	or failing him
Mohamed Reyaz Mihular*	or failing him
Ravindra Ajith Fernando*	or failing him
Pradeep Arjuna Jayatunga*	or failing him

..... of..... as
my/our* proxy to represent me/us* and to vote on my/our behalf at the Thirty Third (33rd) Annual General Meeting of the Company to be held as a virtual meeting via online platform on Wednesday 24th June 2026 at 10.00 a.m. and at any adjournment thereof and at every poll which may be taken in consequence of the above said meeting. I/We* the undersigned hereby authorize my/our* Proxy to vote on my/our* behalf following the preference indicated below:

- | | For | Against |
|---|--------------------------|--------------------------|
| 1. To receive and consider the Annual Report of the Directors and the Financial Statements of the Company for the year ended 31 st December 2025 together with the Auditors' Report thereon. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To propose the following resolution as an ordinary resolution for the re-appointment of Mr. C R Jansz as a Director who has attained the age of seventy three (73) years. | <input type="checkbox"/> | <input type="checkbox"/> |

“Ordinary Resolution

IT IS HEREBY RESOLVED THAT the age limit referred in Section 210 of Companies Act No. 07 of 2007(Companies Act) shall not apply to Mr. C R Jansz Director of the Company, who has attained the age of seventy-three (73) years ; that he be re-appointed as a director of the company.

- | | | |
|--|--------------------------|--------------------------|
| 3. To propose the following resolution as an ordinary resolution for the re-appointment of Mr. M R Mihular as a Director who has attained the age of seventy (70) years. | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|

“Ordinary Resolution

IT IS HEREBY RESOLVED THAT the age limit referred in Section 210 of Companies Act No. 07 of 2007(Companies Act) shall not apply to Mr. M R Mihular Director of the Company, who has attained the age of seventy (70) years and that he be re-appointed as a director of the company.

- | | | |
|--|--------------------------|--------------------------|
| 4. To propose the following resolution as an ordinary resolution in accordance with sub clause (c) of Section 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange, to approve Mr M R Mihular as nevertheless independent upon him attaining the age of seventy years | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|

“Ordinary Resolution

WHEREAS in keeping with sub clause (a) to Section 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange, the Nominations and Governance Committee along with the justification and rationale had recommended to the board of directors of the Company (“the Board”) to consider Mr. M R Mihular as nevertheless independent upon him attaining the age of seventy years on 18th June 2026.

WHEREAS the Board having duly considered the said justification and rationale has confirmed the recommendation of the Nominations and Governance Committee to consider Mr. M R Mihular as nevertheless independent upon him attaining the age of seventy years:

Accordingly, IT IS HEREBY RESOLVED THAT the recommendation of the Nominations and Governance Committee along with the justification and rationale and the confirmation of the board of directors of the Company to consider Mr M R Mihular as nevertheless independent upon him attaining the age of seventy years, be approved.

- | | | |
|--|--------------------------|--------------------------|
| 5. To re-elect Mr. K Dayaparan who retires by rotation at the Annual General Meeting in terms of Article 92 of the Articles of Association as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To approve a final dividend of 50 cents per share, as recommended by the Board of Directors. | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-appoint M/s KPMG, Chartered Accountants as the auditors of the Company in terms of Section 158 of the Companies Act No. 07 of 2007 and authorize the Board of Directors to determine the remuneration of the Auditors for the year ending 31st December 2026. | <input type="checkbox"/> | <input type="checkbox"/> |

*Please strike the inappropriate words.

Signed on this.....date ofTwo Thousand Twenty-Six.

..... Shareholder's Signature 1 st Joint Holder's Signature 2 nd Joint Holder's Signature
Date.....	Date.....	Date.....

Instructions for Completion of Form of Proxy

1. Kindly perfect the Form of Proxy by filling in the mandatory details required above, signing in the space provided and filling in the date of signature.
2. If the Form of Proxy is signed by an Attorney, the relevant power of attorney should also accompany the proxy form for registration, if such power of attorney has not already been registered with the Company.
3. In the absence of any specific instructions as to voting, the proxy may use his/her discretion in exercising the vote on behalf of his appointor.
4. Duly filled Form of Proxy should be sent to reach the Company Secretary via-email to bpplmplcompanysecretary@gmail.com, or facsimile on + 94 11 2540333 or by post to the registered address of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka not less than Two (02) working days before the date of the meeting.

Please provide the following details (mandatory) ;

NIC/PP/Company Registration No. of the Shareholder/s.....

Folio No.

Email Address of the Shareholder/s or Proxy Holder

(other than a Director appointed as proxy)

Mobile No / s

Fixed Line No.

Printed Matter

If Undelivered Please return to:

Company Secretary

Balangoda Plantations PLC

110, Norris Canal Road

Colombo 10.