

Notice of Meeting

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of B P P L Holdings PLC will be held on 12th September 2024 immediately following the Annual General Meeting of the Company at Excel World, Marcopolo Lounge, No. 338 T. B. Jayah Mawatha, Colombo 10 to consider and if thought fit, to pass the following Special Resolution:

SPECIAL RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION

THAT the Articles of Association be amended by the deletion of Article 101(4) and substitution of the following therefor:

101(4) Alternate Directors shall only be appointed in exceptional circumstances and for a maximum period of one (01) year from the date of appointment but shall ipso facto cease to be an Alternate Director in any of the following events, that is to say:

- (a) If his appointor 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;
- (b) If the Alternate Director shall have a receiving order made against him or compounds with his creditors or is adjudicated an insolvent;
- (c) If the Alternate Director be lunatic or becomes of unsound mind;
- (d) If the appointment of the Alternate Director is revoked by notice in writing left at the office by his Appointor;
- (e) If a majority of the Directors resolve that the appointment of the Alternate Director be

terminated; Provided that such termination shall not take effect until the expiration of thirty days after the date of the resolution of the Directors.

- (f) If he becomes subject to any of the provisions of Article 80 of the Articles of Association which, if he were a Director of the Company, would render his office vacated.

THAT the following Articles numbered 101(6), 101(7), 101(8) and 101(9) be added to the existing Articles of Association of the Company:

101(6) If an Alternate Director is appointed for a Non-Executive Director such alternate should not be an executive of the Company.

101(7) If an Alternate Director is appointed for an Independent Director, the person so appointed should meet the criteria of independence specified in these Rules and the Company shall satisfy the requirements relating to the minimum number of Independent Directors specified in these Rules. The Nominations and Governance Committee shall review and determine that the person nominated as the alternate would qualify as an Independent Director before such appointment is made.

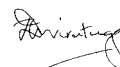
101(8) The Company shall make an immediate Market Announcement regarding the appointment of an Alternate Director. Such Market Announcement shall include the following:

- i. The exceptional circumstances leading to such appointment;
- ii. The information on the capacity in which such Alternate Director is appointed, i.e. whether as an Executive, Non-Executive or Independent Director;

- iii. The time period for which he/she is appointed, which shall not exceed one (01) year from the date of appointment; and
- iv. A Statement by the Company indicating whether such appointment has been reviewed by the Nominations and Governance Committee of the Company.

101(9) The Attendance of any Alternate Director at any meeting, including a Board Committee Meeting shall be counted for the purpose of quorum.

By Order of the Board
B P P L HOLDINGS PLC



Secretarius (Private) Limited
Secretaries
Colombo
12th August 2024

Notes:

- A member unable to attend is entitled to appoint a Proxy to attend and vote at the Meeting in his/her place.
- A form of proxy is enclosed for this purpose.
- A proxy need not be a member of the Company.
- 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 resolutions to be taken up at the Meeting in the Form of Proxy.
- In order to be valid, the completed Proxy Form must be lodged at the Registered Office of the Company not less than forty eight hours before the time fixed for the Meeting.

Form of Proxy

I/We

of

being a member/members of B P P L HOLDINGS PLC hereby appoint:

Mr./Mrs./Miss

of

or failing him/her,

Mr. S D Amarasinghe of Colombo, or failing him

Dr. K A Amarasinghe of Colombo, or failing him

Mr. B D P D Perera of Negombo, or failing him

Mr. R P Pathirana of Rajagiriya, or failing him

Mr. M H De Silva of Nugegoda, or failing him

Mrs. S T Ratwatte of Dehiwela, or failing her

Mr. S R Sproule De Saram of Colombo

as my/our proxy to represent me/us and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on 12th September 2024 immediately after the Annual General Meeting of the Company and at any adjournment thereof and at every poll which may be taken in consequence thereof.

I/We, the undersigned, hereby direct my/our proxy to vote for me/us and on my/our behalf on the specified Resolution as indicated by the letter "X" in the appropriate cage:

For **Against**

Special Resolution to Amend the Articles of Association

As witness my/our hands on this day of Two Thousand & Twenty Four.

.....
Signature/s

Instructions as to Completion of the Form of Proxy are set out on the Reverse.

Form of Proxy

Instructions as to Completion of the Form Of Proxy

1. Kindly perfect the Form of Proxy by filling in legibly your full name and address and signing in the space provided. Please fill 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 completed Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
3. If the appointer is a Company/Corporation, the Form of Proxy should be executed under its Common Seal or by a duly authorised officer of the company or Corporation in accordance with its Articles of Association.
4. The completed Form of Proxy should be deposited at the Registered office of the Company at Level 17, Access Towers, No. 278/4, Union Place, Colombo 2 not later than forty eight hours before the time appointed for the holding of the meeting.

Please fill in the following details:

Name	:
Address	:
Jointly with	:
Share Folio No.	:

Circular to Shareholders

Dear Shareholders,

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Board of Directors of B P P L Holdings PLC had proposed on 25th July 2024 to amend the Articles of Association of the Company by amending Article 101 of the Articles of Association of the Company in keeping with the requirements of the Listing Rules of the Colombo Stock Exchange in relation to provisions on Alternate Directors. Accordingly, the Articles of Association will be amended by the addition/deletion of provisions in order to bring them in line with the Listing Rules.

Accordingly, an Extraordinary General Meeting ('EGM') of the Shareholders of the Company will be held on 12th September 2024 immediately after the Annual General Meeting of the Company and attached is the Notice of Extraordinary General Meeting, which sets out the Resolution that will be placed before the Shareholders for the purpose of amending the Articles of Association of the Company.

By Order of the Board
B P P L HOLDINGS PLC



Secretarius (Private) Limited
Secretaries
Colombo

12th August 2024