

SOFTLOGIC HOLDINGS PLC
[Company Reg. No. PV 1536 PB/PQ]
No. 14, De Fonseka Place, Colombo 05

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held on the 7th day of August 2024 at the Auditorium of Central Hospital Ltd. (4th Floor) No. 114, Norris Canal Road, Colombo 10, at 10.30 a.m. for the following purposes:

- (1) To consider and, if thought fit, to pass the following Resolution, with or without modification, as an **ORDINARY RESOLUTION**

“IT IS HEREBY RESOLVED that the Board provisionally allot 298,135,802 new Ordinary Shares by way of a Right to the existing Ordinary Shareholders of the Company, in the proportion of One (1) new Ordinary Shares for every Four (4) Ordinary Shares held by the Shareholders, in the Register of Shareholders, as at end of trading on 9th August 2024 (being the 2nd Market Day from and excluding the date of this Meeting, which is also referred to as the “Record Date”) (“Date of Entitlement”), at an issue price of Rupees Ten (Rs.10.00) per share, which price is in the opinion of the Directors fair and reasonable to the Company and to the existing Shareholders; provided that no shareholder shall upon or in consequence of such provisional allotment be entitled to a fraction of a share, so that such fractional shares to be pooled together and be allotted to the respective holders of shares who applied for additional shares, (as per the formula set out in page 2 of the Circular to Shareholders dated the 10th day of July 2024 attached hereto), so that, if the Rights issue in respect of the new Ordinary Shares is fully subscribed, the Stated Capital of the Company would increase from Rs.12,119,234,553.00 represented by 1,192,543,209 Ordinary Shares to Rs. 15,100,592,573.00 represented by 1,490,679,011 Ordinary Shares;

that the said new Ordinary Shares be issued with a right to request for additional Shares and the right to renounce the Rights Entitlement only to the Central Depository Systems (Pvt) Ltd;

that the said new Ordinary Shares not duly subscribed for partly or fully as at the last date of Acceptance specified in the Provisional Letter of Allotment and / or where the Letter of Acceptance and Registration is rejected by the Company, as invalid be deemed to have been declined, and such declined new Ordinary Shares be available for allotment to the existing shareholders applying for additional Ordinary Shares, on a pro-rata basis to their existing holdings.

that the new Ordinary Shares shall rank Pari Passu in all respects with the existing Ordinary Shares, including the right to participate in a dividend declared by the Company to the extent of their entitlement after the final allotment, which shall be after the last date of acceptance and payment.”

- (2) To pass the following resolution as a **SPECIAL RESOLUTION**

IT IS HEREBY RESOLVED, Subject to the Ordinary Resolution (1) set out in this Notice of Meeting being approved by the Shareholders that:-

- (i) the Board be and is hereby authorized to issue up to 178,881,481 Warrants attached to the subscribed Rights by the Shareholders; out of the total Rights shares offered for subscription as referred to in the said Ordinary Resolution in the ratio of Three (3) warrants for every Five (5) Rights shares for which subscription is received by the Company; at a zero consideration (0); with the Right to the Warrant holders to Exchange One (01) Warrant held for One (01) Share with such Exchange right exercisable on 31st December 2024, at an Exercise Price of Rs. 10.50 per Share; which price is in the opinion of the Directors fair and reasonable to the Company and to the existing Shareholders, in order that the Company raise up to Rs. 1,878,255,550.50; which issue of Warrants and the allotment of Shares in exchange of Warrants are as more fully set in section 3.0 of the Circular to shareholders dated 10th July 2024, attached hereto and ;

- (ii) the Board be and is hereby authorized to allot up to 178,881,481 Shares upon the Company receiving subscription for Shares pursuant to (i)above, without such shares being in the first instance offered to the then existing Shareholders of the Company as required in terms of Section 99 of the Companies Act No. 7 of 2007, Article 12 (i) read together with Article 19 of the Articles of Association of the Company and also as required by the Listing Rule 5.10.2(vi)
- (iii) that the new Ordinary Shares shall rank Pari Passu in all respects with the then-existing Ordinary Shares, including the right to participate in a dividend declared by the Company to the extent of their entitlement after the final allotment, which shall be after the last date of acceptance and payment namely 31st December 2024.”

By Order of the Board
Softlogic Holdings PLC

(Sgd.)

Softlogic Corporate Services (Pvt) Ltd
Secretaries

On this 10th day of July 2024

NOTE:

- 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. A Proxy need not be a shareholder of the Company.
- 2) A Form of Proxy accompanies this Notice.
- 3) Further instructions on the EGM are noted on the reverse hereof.

PROCEDURE TO BE FOLLOWED AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY SCHEDULED FOR 07TH AUGUST 2024

Dear Shareholders

The Board of Directors of the Company, have decided to hold the Extraordinary General Meeting (EGM) of the Company on Wednesday the 07th day of August 2024 at 10:30 am at the Auditorium of Central Hospital Limited (4th Floor), No.114, Norris Canal Road, Colombo 10 for the purpose mentioned in the Notice of Meeting.

1. The EGM shall be held in accordance with the applicable laws and the Articles of Association of the Company.
2. The circular to the shareholders will be posted to all the shareholders along with the Notice of Meeting and the Form of Proxy.
3. The Shareholders who wish to participate at the meeting are required to complete and forward the “ Shareholder/ Proxyholder Attendance Registration Form ” attached to this document together with a copy of the National Identity Card or Passport of the Shareholder/ Proxyholder (if a Proxy is appointed) by registered post to the Company Secretaries, Softlogic Corporate Services (Private) Limited, No. 14, De Fonseka Place, Colombo 05 or email it to corporateservices@softlogic.lk, not less than 48 hours before the convening of the EGM.
4. Shareholders’ queries: The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company Secretaries, via e-mail to corporateservices@softlogic.lk or contact on mobile no 0772347783 or 0778337636 or by post to the registered address of the Company Secretaries, No. 14, De Fonseka Place, Colombo 05 not less than five (5) days before to the date of the meeting. This is in order to enable the Company Secretaries to compile the queries and forward same to the attention on of the Board of Directors so that same could be addressed at the meeting.

APPOINTMENT OF PROXY HOLDERS

The Shareholders are encouraged to vote by Proxy through 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. The Form of Proxy is also made available on the Corporate Website of the Company and the Website of the Colombo Stock Exchange. Those Shareholders who wish to appoint a Proxyholder should duly complete the Form of Proxy and include the details of such Proxyholder in the Attendance Registration Form as per the instructions given therein.

The duly completed Form of Proxy should be forwarded to the Company through the Company Secretaries, Softlogic Corporate Services (Pvt) Ltd at No. 14, De Fonseka Place, Colombo 05 marked “Softlogic Holdings PLC – Extraordinary General Meeting” or contact 0772347783 or 0778337636 or forward by email to corporateservices@softlogic.lk in order to enable the Company to receive the same by 10:30 a.m. on Monday the 05th day of August 2024.