

SOFTLOGIC FINANCE PLC
[Company Reg. No. PB 641 PQ]
No. 13, De Fonseka Place,
Colombo 04

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company, will be held as a Virtual Meeting, on the 14th day of July 2021 at the Board Room of the Company, at No. 13, De Fonseka Place, Colombo 04, Sri Lanka, at 10.00 a.m. for the following purpose :

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

“IT IS HEREBY RESOLVED to provisionally allot 223,966,774 new Ordinary Shares, to the Shareholders of the Company, in the Register of Shareholders, as at end of trading on 14th day of July 2021, being the date of the Extraordinary General Meeting (“Date of Entitlement”), by way of a Rights Issue, in the proportion of Five (05) new Ordinary Shares for every Six (06) Ordinary Shares held by a Shareholder, [provided that no shareholder shall upon or in consequence of such provisional allotment be entitled to a fraction of a share, arising as per the formula set out in page 3 of the Circular to Shareholders dated 17th day of June 2021, attached hereto, so that such fractional shares to be pooled together and be allotted to the respective holders of shares who applied for additional shares], at a price of Rupees Ten (Rs. 10/-) per share, which price is in the opinion of the Directors fair and reasonable to the Company and to the existing Shareholders, 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. 4,506,759,983.12 represented by 268,760,128 Ordinary Shares to Rs. 6,746,427,723.12 represented by 492,726,902 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, and any further unsubscribed shares remaining thereafter to be allotted to Softlogic Capital PLC, the Parent Company;

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.”

By Order of the Board
Softlogic Finance PLC
(Sgd)
Softlogic Corporate Services (Pvt) Ltd
Company Secretaries

On this 17th day of June 2021

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 Virtual EGM are noted on the reverse hereof.

Note:

In the interest of protecting public health and facilitating compliance with the Health and Safety guidelines issued by the Government of Sri Lanka, the Extraordinary General Meeting of Softlogic Finance PLC will be a virtual meeting held by participants joining in person or proxy and through audio or audiovisual means in the manner specified below:

i. Attendance of the Chairman and the Board of Directors

The Chairman, the Deputy Chairman and Managing Director, certain members of the Board of Directors, the Company Secretaries, will be present at the Softlogic Finance PLC, No. 13, De Fonseka Place, Colombo 04 at 10.00 a.m. on 14th day of July 2021.

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 at 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 their details by perfecting the table indicated in the Form of Proxy to the circular to shareholders and forward same to mariow@softlogicfinance.lk or by facsimile on 0112359799, to reach the Registered Office of the Company not less than five (05) days before to the date of the meeting so that the meeting login information could be forwarded to the e-mail addresses so 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 Forms of Proxy should be sent to reach the registered office of the Company via e-mail to mariow@softlogicfinance.lk or facsimile on 0112359799 or by post to the registered address of the Company, No. 13, De Fonseka Place, Colombo 04 not less than forty eight (48) hours before the time fixed for the meeting.

iii. 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 Himasha.ranasinghe@softlogic.lk or facsimile on 0112595441 or contact on mobile no. 0778337636 or by post to the registered address of the Company, No. 13, De Fonseka Place, Colombo 04, 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.