

AMBEON CAPITAL PLC – PB1090PQ

Circular to Shareholders

Dear Shareholders,

The Board of Directors of Ambeon Capital PLC (the “**Company**”) has, by resolutions passed on 27th November 2025, decided to carry out of the following corporate actions for the Company, subject to the requisite approvals and decisions of the shareholders:

1. payment of an interim dividend of Sri Lankan Rupees One (LKR 1/-) per share for the financial year ending 31st March 2026, amounting to a total dividend of Sri Lankan Rupees One Billion Two Million Seven Hundred and Twenty Four Thousand Eight Hundred and Fifteen (LKR 1,002,724,815/-), to the shareholders with the shareholders being given the option to either receive the dividend in entirety in cash or entirely in shares by way of a scrip dividend;
2. adoption of a new set of articles of association to replace the existing articles of association of the Company;
3. establishment of an employee share options plan for the grant of options to employees in senior management positions of the Company and its subsidiaries (the “**Ambeon Group**”), as identified by the Board of Directors, entitling such employees to subscribe to, upon the vesting of the options, up to ten million (10,000,000) ordinary shares of the Company, subject to the adoption of the new articles of association by special resolution as referred to in 2 above.

The details pertaining to the above corporate actions are set forth below:

1. INTERIM DIVIDEND FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2026

On 12th December 2025, the Company received a dividend from its subsidiary, Ambeon Holdings PLC of Sri Lankan Rupees Two Billion Five Hundred and Three Million Seven Hundred and Eighty Seven Thousand and Six (LKR 2,503,787,006/-), net of withholding tax, on the Two Hundred and Ninety Million Five Hundred and Ninety Seven Thousand Three Hundred and Seventy Seven (290,597,377) ordinary shares held by the Company in Ambeon Holdings PLC.

In the said circumstances, the Board of Directors wishes to distribute as an interim dividends, a sum of Sri Lankan Rupees One Billion Two Million Seven Hundred and Twenty Four Thousand Eight Hundred and Fifteen (LKR 1,002,724,815/-), with a view to yielding better returns on investment for the Company and greater value for shareholders.

The Board of Directors acknowledges that some shareholders may prefer the dividend to be distributed to them in cash so that they may choose to invest the same into available investment opportunities, whereas some shareholders who wish to contribute to and benefit from the growth prospects of the company and its ability to generate further returns, may prefer to receive shares in lieu of cash in the form of a scrip dividend, thereby increasing their shareholding in the Company.

The Board of Directors has accordingly decided to, subject to the approval of the shareholders, pay an interim dividend of Sri Lankan Rupees One (LKR 1/-) per share amounting to a total dividend of Sri Lankan Rupees One Billion Two Million Seven Hundred and Twenty Four Thousand Eight Hundred and Fifteen (LKR 1,002,724,815/-) to the shareholders of the Company, with the option being given to each of the entitled shareholders to select, by completing and returning to the Company, the Preference Selection Form enclosed with this Circular, the manner in which shareholder may receive the dividend that such shareholder is entitled to, from and out of the two (2) options identified below:

- (i) receive the dividend entirely in cash (“**Option 1**”); or
- (ii) receive the dividend entirely in new ordinary shares, in the form of a scrip dividend (“**Option 2**”).

The shareholders entitled to the interim dividend will be those shareholders, whose names have been duly registered in the share register of the Company and those shareholders whose names appear on the Central Depository Systems (Private) Limited (“**CDS**”) as at end of trading on the entitlement date (which will be the second (2nd) market day from and excluding the date of the Extraordinary General Meeting to be convened for the purpose of obtaining the approval of the shareholders for the interim dividend (the “**Record Date**”).

The entitlement of a shareholder to dividends, regardless of the option that is selected and regardless of the time at which the shareholder completes and returns the Preference Selection Form enclosed with this Circular, will be based on the number of ordinary shares that the shareholder holds in the Company as at end of trading on the Record Date.

This dividend is not subject to withholding tax, as the same is paid out of dividend income received from Ambeon Holdings PLC.

The payment of dividends in cash or in the form of shares

The Company will accordingly pay the said interim dividend Sri Lankan Rupees One (LKR 1/-) per share to the entitled shareholders in the manner set forth below:

- (i) any shareholder who selects Option 1 or does not select any of the said options at all, will be paid the dividend that the shareholder is entitled to, entirely in cash;
- (ii) any shareholder who selects Option 2 will be paid the dividend that the shareholder is entitled to, entirely in new ordinary shares in the form of a scrip dividend on the basis of One (1) new ordinary share for every Forty Three decimal Nine Zero (43.90) ordinary shares held, with the number of ordinary shares to be issued to the shareholder being computed based on the following formula:

$$\text{Number of shares to be issued} = \frac{\text{Number of shares held as at end of trading on the Record Date} \times 1}{43.90}$$

All residual fractions arising from the calculation of shares to be issued to shareholders who select Option 2 based on the above formula will be disregarded in its entirety.

With regard to the scrip dividend for the issue of shares to shareholders who opt for Option 2, the following table sets out the number of shares to be issued, and the proportion and consideration at which shares are to be issued out of the dividend income of the Company as at 27th November 2025 which is to be set aside for the scrip dividend.

Existing ordinary shares as at date	One Billion Two Million Seven Hundred and Twenty Four Thousand Eight Hundred and Fifteen (1,002,724,815) ordinary shares
The maximum number of shares to be issued in the event all of the shareholders select Option 2 (the number to be eventually issued will depend on the preference of the shareholders in receiving scrip dividends and the residual fractions arising which will be disregarded)	Twenty Two Million Eight Hundred and Forty One Thousand One Hundred and Eleven (22,841,111) ordinary shares
Total amount set aside from the dividends received from Ambeon Holdings PLC for the scrip dividend in the event all of the shareholders select Option 2	Sri Lankan Rupees One Billion Two Million Seven Hundred and Twenty Four Thousand Eight Hundred and Fifteen (1,002,724,815/-)
Withholding tax payable on the scrip dividend	Nil
Consideration at which the shares will be issued (which is the market price of a share as at 27 th November 2025, being the last trading day prior to the date on which the Board authorized the interim dividend)	Sri Lankan Rupees Forty Three and Cents Ninety (LKR 43.90)
The proportion in which the shares are to be issued to shareholders who select Option 2	One (1) new ordinary share for every Forty Three decimal Nine Zero (43.90) ordinary shares held
Total number of shares in the Company after the scrip dividend (if the maximum number of shares referred to above are issued)	One Billion Twenty Five Million Five Hundred and Sixty Five Thousand Nine Hundred and Twenty Six (1,025,565,926) ordinary shares

The new ordinary shares to be issued under the proposed scrip dividend will rank equal and *pari passu* in all respects with the existing ordinary shares of the Company immediately after the issue of such shares.

The new ordinary shares arising from the scrip dividend will not be eligible for the payment of the interim cash dividend referred to herein.

Entitled Shareholders

As stated above, the shareholders entitled to the dividend will be those shareholders whose names have been duly registered in the share register of the Company and those shareholders whose names appear on the CDS as at end of trading on the Record Date (i.e. 16th February 2026).

In determining the number of shares held by a shareholder as at the relevant date for the proposed dividend, the shareholding of the shareholder as appearing in the CDS and the share register maintained by the Company will not be aggregated for the purpose of calculation. However, if a shareholder holds shares with multiple stockbrokers, such shares will be aggregated for calculation purposes and the shares arising as a result of the scrip dividend will be uploaded proportionately to the respective CDS accounts held with each broker (when calculating the shares to be allocated to the CDS account with each broker, any fractions that may arise from such calculation will be disregarded or be dealt with in a manner that the Company deems appropriate so as to ensure that the shareholder receives the exact number of shares that the shareholder is entitled to).

Compliance with the law

(i) Compliance with the Companies Act, No. 7 of 2007 (the “Companies Act”)

In terms of section 52 of the Companies Act, the Board of Directors has decided that the ordinary shares to be issued by way of a scrip dividend to shareholders who select Option 2 will be issued at a consideration of Sri Lankan Rupees Forty Three and Cents Ninety (LKR 43.90) per share.

The Board of Directors has also opined that the aforesaid consideration for which the shares are to be issued under the scrip dividend is fair and reasonable to the Company and to all existing shareholders of the Company.

Section 53(1) of the Companies Act provides that subject to the Articles of Association, where a company issues shares which rank equally with or above existing shares in relation to voting or distribution rights, those shares must first be offered to the holders of existing shares in a manner which would, if the offer was accepted, maintain the relative voting and distribution rights of those shareholders, Vide: (ii) below.

Section 56 of the Companies Act provides that unless the Company’s Articles of Association provide otherwise, every distribution must be approved by shareholders by ordinary resolution, Vide: (ii) below.

The proposed dividend is paid out of the dividend income of the Company as at 27th November 2025. The Company also conducted the solvency test as required by section 56 of the Companies Act and obtained a certificate of solvency from the auditors. The Board of Directors is satisfied that the Company will, immediately after the dividend is paid, meet the solvency test in terms of the provisions of the Companies Act.

Accordingly, the Company has taken necessary steps to comply with all relevant provisions of the Companies Act in relation to the interim dividend referred to in this circular.

(ii) Compliance with Articles of Association

Article 123 of the articles of association of the Company provides that the Company may by ordinary resolution declare dividends, but no dividends will be payable in excess of the amount recommended by the Board or otherwise than out of profits. The interim dividend accordingly requires the approval of the shareholders by ordinary resolution.

Whilst the issue of new ordinary shares to shareholders who select Option 2 will be in the form of a scrip dividend, there is a possibility for the issue of shares in the manner proposed to affect the relative voting and distribution rights of shareholders as there is a possibility of certain shareholders not selecting Option 2. In the circumstances, the Board of Directors wishes to obtain the approval of the shareholders of the Company by special resolution for the issue of ordinary shares to the shareholders who select Option 2.

(iii) Compliance with the rules of the Colombo Stock Exchange

The Company has taken necessary steps to comply with all relevant provisions of the Listing Rules of the Colombo Stock Exchange in relation to the interim dividend referred to in this Circular. The Company has obtained the approval in-principle of the Colombo Stock Exchange for the issue and listing of ordinary shares to be issued by way of the scrip dividend referred to in this Circular.

The payment of the dividend which requires the approval of the shareholders of the Company as aforesaid will be taken up at the Extraordinary General Meeting of the shareholders of the Company to be held on 12th February 2026.

The Company does not require any approval from a regulator, other than the Colombo Stock Exchange, for the issue and/or listing of the shares to be issued by way of the scrip dividend referred to in this Circular.

Uploading of shares into CDS accounts

As required in terms of Directive issued by the Securities and Exchange Commission of Sri Lanka (“SEC”) under Circular No. 08/2010 dated 22nd November 2010 and Circular No. 13/2010 dated 30th November 2010 issued by the CDS, all new ordinary shares to be issued by way of a scrip dividend to shareholders who select Option 2 will be directly uploaded in the securities accounts of shareholders maintained with the CDS, within five (5) market days from and excluding the Record Date. If a shareholder holds multiple CDS accounts, the total entitlement will be directly deposited to the respective CDS accounts proportionately.

No share certificate will be issued to any shareholder. In the event of the non-availability of a CDS account number, the new ordinary shares to be allotted to any shareholder, will only be registered in the share register maintained by the Company.

Such shareholder **will not be entitled** to a share certificate nor be able to **trade** the new ordinary shares until such time these new ordinary shares are deposited with the CDS.

Therefore, the shareholders must ensure strict adherence to the aforementioned Directives and Circulars. Consequent to the opening of the CDS account by such shareholder, the new ordinary shares will be credited to such CDS account.

Direct uploads pertaining to written requests received from shareholders to deposit such new ordinary shares will be made every fortnight.

Preference Selection Form

Enclosed with this Circular is the Preference Selection Form to be completed by the shareholders and returned to the Company to select the manner in which they prefer to receive the interim dividend.

Any shareholder who wishes to receive the dividend entirely in cash should select Option 1 in the Preference Selection Form by ticking the relevant Box.

Any shareholder who wishes to receive the dividend entirely in shares in the form of a scrip dividend should select Option 2 in the Preference Selection Form by ticking the relevant Box.

The Preference Selection Form will be completed in the manner set forth herein and as per the instructions contained in the Preference Selection Form itself.

The duly completed and signed Preference Selection Forms should be sent to the Registrars of the Company as soon as possible and in any event so as to be received on or before 4.30 pm on 6th February 2026 (the “**Selection Cut Off Time**”) by hand delivery, courier, post or e-mail. The contact details of the Registrars are as follows:

Managers & Secretaries (Pvt) Ltd,
No. 10, Gothami Road,
Colombo 08.
+94 112 015 900
ms@mssl.lk

Any shareholder whose completed and signed Preference Selection Form has not been received by the Registrars by the Selection Cut Off Time or any shareholder who has returned a Preference Selection Form by the Selection Cut Off Time but has not selected any option will receive the dividend entitlement entirely in cash. Any Preference Selection Form received after the Selection Cut Off Time will be rejected and the relevant shareholder will receive the dividend entitlement entirely in cash, even if the courier or post mark is dated or the e-mail is dispatched by the shareholder prior to the Selection Cut Off Time. Any Preference Selection Form in which the shareholder has selected both options will be rejected and the relevant shareholder will receive the dividend entitlement entirely in cash.

A shareholder will only be entitled to submit to the Company, one Preference Selection Form. If any shareholder who has completed and returned a Preference Selection Form to the Company, later sends in further a Preference Selection Form/s prior to the Selection Cut Off Time, the Company will only accept the latest Preference Selection Form received by the Company prior to the Selection Cut Off Time and disregard the other/s.

Any shareholder who selects Option 2 will, by doing so, expressly agree to the residual fractions arising from the calculation of shares to be issued to shareholders who select Option 2 based on the relevant formula being disregarded in its entirety without receiving value for such fractions in cash or otherwise and such agreement will constitute an agreement by such shareholders under section 60(2) of the Companies Act.

If you have any queries relating to the completion of the Preference Selection Form please contact the Registrars for assistance.

2. ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

The Board of Directors has decided to adopt the new articles of association enclosed herewith in replacement of the existing articles of association of the Company in *toto*.

Although the Companies Act came into operation in 2007, no amendments were made to the articles of association of the Company to conform to the language in the Companies Act and therefore the language in the existing articles of association are by and large in line with the previous company law regime, the Companies Act No. 17 of 1982. As Rule 9.9 of the Listing Rules of the Colombo Stock Exchange requires articles of association of listed companies to be amended to incorporate mandatory provisions relating to alternate directors, it is the view of the Board of Directors that this opportunity should be used to replace the existing articles of association in the entirety so that the language of the articles of association of the Company conforms to the Companies Act.

The adoption of the new articles of association enclosed herewith which should be effected by the shareholders of the Company by special resolution will be taken up at the Extraordinary General Meeting of the shareholders of the Company to be held on 12th February 2026.

3. ESTABLISHMENT OF EMPLOYMENT SHARE OPTION PLAN

The Board of Directors has decided to establish an Employee Share Option Plan (“**ESOP**”) which allows employees in senior management positions of the Ambeon Group selected by the Board of Directors on the recommendation of a committee appointed by the Board of Directors (“**ESOP Committee**”), to participate in the equity of the Company constituting ordinary shares, subject however to the limits, terms and conditions set out in the ESOP.

The employees to whom benefits will be granted under the ESOP, as set out hereunder, fall within the ambit of the definition for the term “employee” as set out under Rule 5.6 of Listing Rules of the Colombo Stock Exchange.

The salient features of the ESOP are detailed below in this circular for consideration of the shareholders.

Objectives of the ESOP

The ESOP is set up with the objective of providing employees in senior management positions of the Ambeon Group selected by the Board of Directors on the recommendation of the ESOP Committee (“**Eligible Employees**”) with a view to –

- align Eligible Employees focus and corporate objectives in order to create a commonality of purpose for shareholder value enhancement;
- encourage and motivate Eligible Employees directly contributing to the growth and prosperity of the Ambeon Group;
- enable Eligible Employees to participate directly in the equity of the Company constituting ordinary shares;
- stimulate the interests and efforts of, and to retain the services of Eligible Employees;
- provide a facility that would make Ambeon Group attractive to prospective Eligible Employees.

Eligibility to participate in the ESOP

Any person who is an employee of the Ambeon Group shall be eligible for the grant of an Option, if all of the following terms and conditions are met, *viz.*, such person,

- (a) is an employee in the senior management positions of the Ambeon Group selected by the Board on the recommendation of the ESOP Committee based on an evaluation of the performance of the employee; and
- (b) has not breached any regulatory / compliance requirements whether of the Ambeon Group or applicable to the Ambeon Group.

The grant of share options and the number of shares to be issued

Under the proposed ESOP, the Company will grant options (“**Options**”) to the Eligible Employees entitling an Eligible Employee to whom to an Option is granted (the “**Grantee**”) subscribe to and purchase ordinary shares in the Company. These options will be granted after obtaining the approval of the shareholders for the ESOP and prior to the expiration of three (3) years from the date of such approval.

The total number of ordinary shares that may be issued by the Company under the ESOP to the Eligible Employees, in the event all of the Options granted to the Eligible Employees are exercised fully, will be ten million (10,000,000) ordinary shares, which amounts to approximately one *per centum* (1%) of the total issued shares of the Company as at date subject to the limitation set out under Rule 5.6.1 (a) of the CSE Listing Rules.

The total number of ordinary shares that may be subscribed to and purchased by an Eligible Employee under the ESOP will not exceed one *per centum* (1%) of the total issued shares in the Company, at any given time.

The vesting of the Options

The right to subscribe to and purchase ordinary shares underlying the Options will vest in the Grantees in three stages set out below or in such other manner as may be determined by the Board prior to the grant of the Options, subject to the fulfillment of the relevant performance criteria determined by the Board prior to the grant of any Options and specified in the notice of grant relating to the Options:-

- (i) The right to subscribe to and purchase twenty five *per centum* (25%) of the total number of ordinary shares underlying an Option will vest in the Grantee to whom the Option is granted, on the first anniversary of the date on which the Option was granted;
- (ii) The right to subscribe to and purchase twenty five *per centum* (25%) of the total number of ordinary shares underlying an Option will vest in the Grantee to whom the Option is granted, on the second anniversary of the date on which the Option was granted;
- (iii) The right to subscribe to and purchase twenty five *per centum* (25%) of the total number of ordinary shares underlying an Option will vest in the Grantee to whom the Option is granted, on the third anniversary of the date on which the Option was granted;
- (iv) The right to subscribe to and purchase the balance twenty five *per centum* (25%) of the total number of ordinary shares underlying an Option will vest in the Grantee to whom the Option is granted, on the fourth anniversary of the date on which the Option was granted.

No Grantee can subscribe to and purchase any share under the ESOP until the right to subscribe to and purchase such share is vested in the Grantee as aforesaid.

Exercise Period

A Grantee must exercise his right to subscribe to and purchase the ordinary shares underlying an Option granted to him by the Company within a period of two (2) years from the date on which the right to subscribe to and purchase such ordinary shares under that Option is vested in the Grantee or within such other time period as may be determined by the Board prior to the grant of the Options.

All of the ordinary shares to be issued under the ESOP will be fully allotted and issued within ten (10) years from the date of obtaining shareholder approval for the ESOP.

Exercise Price

The Grantees may subscribe to and purchase the ordinary shares underlying the Options granted under the ESOP at a pre-determined exercise price (the “**Exercise Price**”).

The Exercise Price applicable to a particular Option will be the volume weighted average price of the ordinary shares of the Company taking into consideration all share transactions of the Company during the thirty (30) market days immediately preceding the date of the grant of the Option.

Adjustments in the event of a change to the capital structure

In the event of:-

- (i) an increase in the total number of shares in the Company due to any reason whatsoever including rights issue of shares, subdivision of shares, issue of shares as distributions or issue of shares by way of a capitalization of reserves;
- (ii) a decrease in the total number of shares in the Company due to any reason whatsoever including a consolidation of shares or repurchase of shares; or
- (iii) change in the share capital structure of the Company due to any reason whatsoever including any recapitalization, reorganization or amalgamation,

the number of ordinary shares that may be subscribed to and purchased by the exercise of the outstanding Options which have not been exercised and the Exercise Price will be adjusted by the Board as per the applicable rules of the ESOP, in consultation with the auditors of the Company.

Except for the adjustments referred to above, the Company will not be permitted to vary the terms of the ESOP after obtaining the approval in principle of the Colombo Stock Exchange.

Termination of Options

- (i) In the event the employment with the Ambeon Group of any Grantee is terminated, prior to the exercise of the Option granted to him, due to any reason other than severe illness, death, retirement or permanent disability of the Grantee, the Option held by such Grantee will terminate with immediate effect, *ipso facto*, on the termination of employment of the Grantee.
- (ii) In the event a Grantee’s employment with the Ambeon Group ceases prior to the vesting of any of the shares underlying the Option due to severe illness, death, retirement or permanent disability, the Option granted to such Grantee will terminate, *ipso facto*, on the cessation of employment of the Grantee.
- (iii) In the event a Grantee’s employment with the Ambeon Group ceases after any shares underlying the Option has vested in the Grantee, due to severe illness,

retirement or permanent disability, the Grantee will be entitled to exercise the Option granted to such Grantee and to subscribe to all of the shares that have vested, within one hundred and eighty (180) days from the cessation of employment.

- (iv) In the event a Grantee's employment with the Ambeon Group ceases after any shares underlying the Option has vested in the Grantee, due to death, the heir(s), executor(s) or legal representative(s) of the Grantee will be entitled to exercise the Option granted to such Grantee and subscribe to all of the shares that have vested, within one (1) year from the cessation of employment.
- (v) In the event the employment with the Ambeon Group of any Grantee is terminated due to cause or resignation of the employment during the vesting period, the Option will terminate with immediate effect, *ipso facto*, on the termination of employment of the Grantee.

Provision of funding for the ESOP

The Company and/or its subsidiaries will not, directly or indirectly, provide funds for the ESOP and shall not provide any financial assistance to Eligible Employees to subscribe to and purchase shares under ESOP.

Compliance

(i) Compliance with the Companies Act

In terms of section 52 of the Companies Act, the Board of Directors has decided that the consideration for which the shares are to be issued to Grantees under the ESOP will, as required in terms of Rule 5.6.6 (a) (i) of the CSE Listing Rules, be the volume weighted average price of the shares of the Company taking into consideration all share transactions of the Company during the thirty (30) market days immediately preceding the date of the grant of the Option.

The Board of Directors has also opined that the consideration for which the shares are to be issued under the ESOP throughout the period of the ESOP is fair and reasonable to the Company and to all existing shareholders of the Company.

Section 53 (1) of the Companies Act provides that subject to the articles of association, where a company issues shares which rank equally with or above existing shares in relation to voting or distribution rights, those shares must first be offered to the holders of existing shares in a manner which would, if the offer was accepted, maintain the relative voting and distribution rights of those shareholders, Vide: (ii) below.

(ii) Compliance with Articles of Association

Article 4(3) of the new articles of association that the Company proposes to adopt as referred to in Section 2 above provides that, where a company issues shares which rank equally with or above existing shares in relation to voting or distribution rights, those shares must, unless otherwise approved by the shareholders by special resolution, first be offered to the holders of existing shares in a manner which would, if the offer was accepted, maintain the relative voting and distribution rights of those shareholders.

Article 4(5)(d) of the new articles of association provides that, the Board of Directors may subject to and in accordance with the provisions of the rules and

regulations in force for the time being and from time to time of a licensed stock exchange, issue shares to employees of the Company and/or its subsidiaries under an employee share ownership plan (including an employee share option plan) approved by the shareholders by special resolution. Article 4(6) states that the provisions of Article 4(3) do not apply in respect of an issue of shares under Article 4(5)(d). Once the approval of the shareholders is obtained for the ESOP and the new articles of association are adopted, an issue of shares under the ESOP can be carried out without offering such shares to the existing shareholders of the Company.

(iii) Compliance with the rules of the Colombo Stock Exchange

The Company has taken necessary steps to comply with all relevant provisions of Section 5 of the Listing Rules of the Colombo Stock Exchange in relation to the ESOP.

The approval in principle has been obtained from the Colombo Stock Exchange for the ESOP. The establishment and implementation of the ESOP does not require any other regulatory approvals.

The establishment of the ESOP which requires the approval of the shareholders of the Company by special resolution as aforesaid will be taken up at the Extraordinary General Meeting of the shareholders of the Company to be held on 12th February 2026. No employee of the Company or its subsidiaries holds shares issued under an employee share ownership scheme which was funded by the Company or any of its subsidiaries. The Company does not have any employee share trust at present.

**By Order of the Board,
Managers & Secretaries (Pvt) Ltd
Secretaries and Registrars
Ambeon Capital PLC**

On this 19th day of January 2026

NOTICE OF MEETING

AMBEON CAPITAL PLC

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the shareholders Ambeon Capital PLC (the “**Company**”) will be held virtually on 12th February 2026 at 3.00 p.m. by audio visual means for the purpose of shareholders considering and if thought fit, passing the following resolutions:

1. **ORDINARY RESOLUTION - DISTRIBUTION OF AN INTERIM DIVIDEND FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2026**

IT IS HEREBY RESOLVED THAT:

1. An interim dividend of Sri Lankan Rupees One (LKR 1/-) per share amounting to a total dividend of Sri Lankan Rupees One Billion Two Million Seven Hundred and Twenty Four Thousand Eight Hundred and Fifteen (LKR 1,002,724,815/-) be paid to the shareholders of the Company, with the option being given to each of the entitled shareholders to select, by completing and returning to the Company the documentation to made available to shareholders to facilitate such selection, the manner in which shareholder may receive the dividend that such shareholder is entitled to, from and out of the two (2) options identified below:
 - (i) receive the dividend entirely in cash (“Option 1”); or
 - (ii) receive the dividend in new ordinary shares, in the form of a scrip dividend (“Option 2”);
2. The shareholders entitled to the interim dividend shall be those shareholders whose names have been duly registered in the share register of the Company and those shareholders whose names appear on the Central Depository Systems (Private) Limited as at end of trading on the record date/entitlement date (which shall be the second (2nd) market day from and excluding the date of the Extraordinary General Meeting (the “**Record Date**”));
3. The Company do accordingly pay the said interim dividend of Sri Lankan Rupees One (LKR 1/-) per share to the entitled shareholders in the manner set forth below:
 - (i) any shareholder who selects Option 1 or does not select any of the said options at all, will be paid the dividend that the shareholder is entitled to, entirely in cash;
 - (ii) any shareholder who selects Option 2 shall be paid the dividend that the shareholder is entitled to, in new ordinary shares in the form of a scrip dividend on the basis of One (1) new ordinary share for every Forty Three decimal Nine Zero (43.90) ordinary shares held, with the number of ordinary shares to be issued to the shareholder being computed based on the following formula:

$$\text{Number of shares to be issued} = \frac{\text{Number of shares held as at end of trading on the Record Date} \times 1}{43.90}$$

All residual fractions arising from the calculation of shares to be issued to share

4. The new ordinary shares to be issued by way of scrip dividend shall immediately consequent to the allotment thereof to the entitled shareholders rank equal and *pari passu* in all respects with the existing issued and fully paid ordinary shares of the Company and shall be listed on the Colombo Stock Exchange;
5. The new ordinary shares to be so allotted and issued shall not be eligible for the payment of cash dividend declared hereby.

2. **SPECIAL RESOLUTION – ISSUE OF NEW SHARES UNDER THE INTERIM DIVIDEND TO SHAREHOLDERS SELECTING OPTION 2**

IT IS HEREBY RESOLVED THAT the issue by the Company of up to a maximum of Twenty Two Million Eight Hundred and Forty One Thousand One Hundred and Eleven (22,841,111) ordinary shares in the Company to the shareholders who select Option 2 under the interim dividend, as referred to in item 1 above, be and is hereby approved.

3. **SPECIAL RESOLUTION – ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY**

IT IS HEREBY RESOLVED THAT the existing articles of association of the Company be and are hereby replaced by the new articles of association of the Company enclosed herewith.

4. **SPECIAL RESOLUTION – ESTABLISHMENT OF THE EMPLOYEE SHARE OPTION PLAN OF AMBEON CAPITAL PLC SUBJECT TO THE ADOPTION OF THE NEW ARTICLES OF ASSOCIATION BY SPECIAL REOSLUTION**

IT IS HEREBY RESOLVED THAT:

1. the establishment and implementation by the Company of an Employee Share Option Plan as detailed in Section 3 of the Circular to the Shareholders dated 19th January 2026 be and is hereby approved;
2. the issue by the Company of ordinary shares under the said Employee Share Option Plan, as detailed in Section 3 of the Circular to the Shareholders dated 19th January 2026, be and is hereby approved.

**By Order of the Board,
Sgd.
Managers & Secretaries (Pvt) Ltd
Secretaries and Registrars
Ambeon Capital PLC**

On this 19th day of January 2026