

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