

CIRCULAR TO SHAREHOLDERS

Dear Sir/Madam,

1. SALE OF A PROPERTY LOCATED IN DOCKYARD ROAD, TRINCOMALEE OWNED BY CEYLON BEVERAGE HOLDINGS PLC

The Directors of the Company have recommended to sell the land in extent of Thirty-Six Decimal Eight One Perches [36.81 Perches] located at Dockyard Road, Trincomalee [Lot 1 in Re-Survey Plan No. 220 Dated 22nd May 2024 made by S. B. B. P. Munidasa, Licensed Surveyor], to a non-related party.

A valuation was carried out on 16th December 2025 by Messrs. Arthur Perera & Company, an independent professional valuer and the said land has been valued at approximately Rs.36,800,000/-.

In accordance with Article 88(1)(i) of the Articles of Association of the Company, your approval is sought to sell the said land to a non-related party, at a price not less than Rs.965,000/- per perch.

The proceeds of the sale would be subject to expenses associated with the sale.

The requisite Resolution to give effect to the above is set out in the attached Notice convening the Extraordinary General Meeting of the Company, in which the Shareholders will be requested to consider and if thought fit, to pass this **Special Resolution** necessary to give effect to the above proposal.

2. AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY TO INCREASE THE NUMBER OF DIRECTORS

As per Article 59(a) of the Articles of Association of the Company, it is permitted to have a minimum of five (05) Directors and a maximum of nine (09) Directors on the Board.

With the view of enhancing the expertise / skills on the Board, your Board of Directors have proposed to increase the maximum number of members on the Board from nine (09) (*as specified in the Articles of Association of the Company*) to ten (10). Hence, it has become necessary to amend Article 59(a) of the Articles of Association of the Company.

Proposed Article amendment:

*“59(a). Subject to the provisions of Section 201 of the Act and unless otherwise determined by a Special Resolution of Shareholders, the Board shall consist of a minimum of five (05) and a **maximum of ten (10) members.**”*

In accordance with Section 92(1)(a) of the Companies Act, No.07 of 2007, it is necessary that a Special Resolution be passed by the Shareholders of the Company to effect this change. The requisite Resolution to give effect to the above is set out in the attached Notice convening the Extraordinary General Meeting of the Company, in which the Shareholders will be requested to consider and if thought fit, to pass this **Special Resolution** necessary to give effect to the above proposal.

An EGM of the shareholders has been convened for **Thursday, 26th March 2026, at 10.30 a.m.** at the Registered Office of the Company, No. 61, Janadhipathi Mawatha, Colombo 01, Sri Lanka by means of audio or audio and visual technology (**Virtual Meeting**) as morefully explained in the attached document titled **“Procedure to be followed at the Extraordinary General Meeting of the Company scheduled for 26th March 2026”**.

Yours faithfully

By Order of the Board of

CEYLON BEVERAGE HOLDINGS PLC

Carsons Management Services (Private) Limited

Secretaries

61, Janadhipathi Mawatha, Colombo 1

Sri Lanka

On this 04th day of March 2026

CEYLON BEVERAGE HOLDINGS PLC – PQ 35

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Ceylon Beverage Holdings PLC will be held on **Thursday, 26th March 2026, at 10.30 a.m.** at the Registered Office of the Company, No. 61, Janadhipathi Mawatha, Colombo 01, Sri Lanka by means of audio or audio and visual technology (**Virtual Meeting**) for the purpose of considering and if thought fit, to pass the following Resolutions:

SPECIAL RESOLUTION 1

IT IS HEREBY RESOLVED that in pursuance of the powers vested to the shareholders by virtue of Article 88(1)(i) of the Articles of Association of the Company, the land located at Dockyard Road, Trincomalee with an extent of Thirty Six Decimal Eight One Perches [36.81 Perches] [Lot 1 in Re-Survey Plan No. 220 Dated 22nd May 2024 made by S. B. B. P. Munidasa, Licensed Surveyor] and owned by the Company, be sold to a potential buyer to be sourced by the Company, who shall be a non-related party, for a consideration of not less than Rupees Nine Hundred and Sixty Five Thousand (Rs.965,000/-) per perch and, as the sale of the said land constitutes a sale of an immovable property of the Company, other than in the ordinary course of business.

IT IS FURTHER RESOLVED that the Directors of the Company be and are hereby authorised to do all such acts and things as may be expeditious or necessary to enable the transaction, including execution of documents as may be required in connection with the sale of the said land.

SPECIAL RESOLUTION 2

IT IS HEREBY RESOLVED to replace the current Article 59(a) of the Articles of Association of the Company with the following new Article;

“59(a). Subject to the provisions of Section 201 of the Act and unless otherwise determined by a Special Resolution of Shareholders, the Board shall consist of a minimum of five (05) and a maximum of ten (10) members.”.

By Order of the Board of
CEYLON BEVERAGE HOLDINGS PLC
Carsons Management Services (Private) Limited

Secretaries
No.61, Janadhipathi Mawatha,
Colombo 01
Sri Lanka

On this 04th day of March 2026

NOTES:

1. This notice **SHOULD BE READ IN CONJUNCTION** with the **“Procedure to be followed at the Extraordinary General Meeting of the Company scheduled for 26th March 2026”**, which is enclosed with this Notice convening the EGM.
2. A member is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A Form of Proxy accompanies this notice.
3. The completed Form of Proxy should be submitted to the Company not later than 4.45 p.m. on 24th March 2026 via email to CBHEGM@carcumb.com OR by WhatsApp to mobile no. +94 764 765 463 or +94 767 410 683 or by post to or handed over to the registered office of the Company No. 61, Janadhipathi Mawatha, Colombo 1.
4. A person representing a Corporation is required to submit a certified copy of the resolution authorising him/her to act as the representative of the Corporation. A representative need not be a member.
5. The transfer books of the Company will remain open.

CEYLON BEVERAGE HOLDINGS PLC – PQ 35

FORM OF PROXY

*I/ We.....
of.....
being *a Member/Members of CEYLON BEVERAGE HOLDINGS PLC hereby appoint
of.....bearing
NIC No./Passport No..... or failing him/her

- Damian Amal Cabraal Or failing him,
Hariharan Selvanathan Or failing him,
Manoharan Selvanathan Or failing him,
Don Chandima Rajakaruna Gunawardena Or failing him,
Rajiv Herath Meewakkala Or failing him,
Stefano Clini Or failing him,
Ajay Bhaskar Baliga Or failing him,
Antonio Jonathan Alles Or failing him,
Amitha Saktha Amaratunga

as *my/our proxy to attend the Extraordinary General Meeting of the Company to be held on Thursday, 26th March 2026, at 10.30 a.m. at the Registered Office of the Company, No. 61, Janadhipathi Mawatha, Colombo 01, Sri Lanka by means of audio or audio and visual technology (Virtual Meeting), and at any adjournment thereof and at every poll which may be taken in consequence thereof.

Table with 2 columns: For, Against. Row 1: To pass the Special Resolution 1 as set out in the notice convening the aforesaid Meeting. Row 2: To pass the Special Resolution 2 as set out in the notice convening the aforesaid Meeting.

Signed this..... day of Two Thousand and Twenty Six.

.....
Signature/s

- Note: (a) * Please delete the inappropriate words.
(b) A shareholder entitled to attend and vote at a General Meeting of the Company, is entitled to appoint a proxy to attend and vote instead of him/her and the proxy need not be a shareholder of the Company. A proxy so appointed shall have the right to vote on a show of hands or on a poll and to speak at the General Meeting of the shareholders.
(c) A shareholder is not entitled to appoint more than one proxy to attend on the same occasion.
(d) Instructions are noted on the reverse hereof.

FORM OF PROXY (Contd...)

INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the form of proxy after filling in legibly your full name and address, by signing in the space provided. Please fill in the date of signature.
2. If you wish to appoint a person other than the Directors as your proxy, please insert the relevant details in the space provided overleaf.
3. In terms of Article 54 of the Articles of Association of the Company:
 - (1) Any Shareholder entitled to attend and vote at a meeting shall be entitled to appoint another person (whether a Shareholder or not) as his proxy to attend and vote instead of him. A proxy so appointed shall have the same right as the shareholder to vote on a show of hands or on a poll and to speak at the meeting.
 - (2) An instrument appointing a proxy shall be in writing and:
 - (i) in the case of an individual shall be signed by the appointor or by his attorney; and
 - (ii) in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. A proxy need not be a member of the Company.

4. terms of Article 50 of the Articles of Association of the Company:

In the case of joint-holders of a share, the senior who tenders a vote, whether in person or by proxy or by attorney or by representative, shall be accepted to the exclusion of the votes of the other joint-holders and for this purpose seniority shall be determined by the order in which the names stands in the Register of members in respect of the joint holding.
5. The completed Form of Proxy should be submitted to the Company not later than 4.45 p.m. on 24th March 2026,
 - via email to CBHEGM@carcumb.com, or
 - via WhatsApp to mobile no. +94 764 765 463 or +94 767 410 683, or
 - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.

Please fill in the following details:

Name & contact no. of Shareholder :

CDS Account No. / Folio No. :

Name & contact no. of Proxyholder :

NIC No. of the Proxyholder :

PROCEDURE TO BE FOLLOWED AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY SCHEDULED FOR 26TH MARCH 2026

Dear Shareholder/s,

We refer to the Notice convening the Extraordinary General Meeting (EGM) of Ceylon Beverage Holdings PLC (“Company”) scheduled for 26th March 2026. The Board of Directors have decided to hold the said EGM on 26th March 2026 via audio or audio and visual technology (**Virtual Meeting**) means in the manner set forth below;

1. The EGM shall be held in compliance with the Companies Act, No. 7 of 2007, the Articles of Association of the Company and the guidelines issued by the Colombo Stock Exchange (“CSE”).
2. Only the Board of Directors, Company Secretary, key management officials, representatives of the Auditors and Legal Counsel who are essential for the administration of the formalities of the meeting will be physically present at the Registered Office of the Company, No. 61 Janadhipathi Mawatha, Colombo 01, Sri Lanka. All others, including Shareholders, will participate via an online meeting platform (i.e. Zoom platform).
3. **INFORMATION TO SHAREHOLDERS/PROXYHOLDERS REGARDING THE VIRTUAL EGM**

Shareholders who wish to participate in the virtual EGM through audio or audio and visual means, are requested to forward us their details as per the attached “Registration Form” (Annexure I) 48 hours prior to the meeting (i.e. not later than 4.45 p.m on 24th March 2026) to the email address CBHEGM@carcumb.com or handover to or post to the registered office of the Company.

We regret our inability to process any requests received after 4.45 p.m. on 24th March 2026.

- 3.1 If a Shareholder/Proxy holder is to participate at the EGM through audio visual conferencing via a smart phone, it is necessary for him/her to download the **“Zoom Mobile App”** to his /her smart phone. Similarly if a shareholder/Proxy holder wishes to join via a desktop computer, the link can be opened by downloading the **“Zoom Desktop App”** to the respective desktop computer.(Compatible web browser: **Google Chrome**).
- 3.2 The Shareholders/Proxy holders are requested to use the web link which would be forwarded by the Secretaries before the EGM and click on **“Virtual EGM Registration”** in order to login to the meeting. (Shareholder/ Proxy holders are strictly advised to refrain from sharing the link with any third party or unauthorized person in any manner).
- 3.3 Upon clicking on the link forwarded by the Secretaries, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their **first name, last name, email address, re- enter email address and National Identity Card** Number. (The participants are required to enter the correct details as mentioned in the “Registration Form” (Annexure I) forwarded to the Secretaries. Any mismatch will be considered as an unsuccessful login)
- 3.4 At this point, all participants are requested to click on **“REGISTER”** which will be prompted on the screen enabling the participant to receive the login link.
- 3.5 The Shareholders who successfully complete their online registration as set out in 5 above, will receive the log in link for participation in the meeting referred to as **‘Click here to Join the Virtual Meeting’** and credentials.
- 3.6 To join the Virtual EGM, participants are required to click on **“Click here to Join the Virtual Meeting”** In some instances the system call for the credentials and if that is required, please enter the credentials to gain access to the Virtual EGM.
- 3.7 On completion of this process, you will be directed to the Virtual EGM Zoom Platform, where you can participate in the Virtual EGM.

- 3.8 Shareholders/Proxy holders participating at the meeting through audio visual conferencing are required to identify themselves at the time of speaking at the EGM, during the time allotted for the participants to make any comments as directed by Chairman. At that point, the individual will be required to give his/her name, address and NIC number for the purpose of identification as shareholder/ proxy.
- 3.9 The Company requests virtual participants to vote on the resolutions under discussion via the Poll feature appearing on the Zoom interface. When prompted, virtual participants can cast their vote as per their discretion directly through the Zoom application. When declaring the position of the resolution, the Chairman will take in to account the voting of the Shareholders/Proxy holders participating virtually, 30 seconds will be allocated for Shareholders/Proxy holders to cast their vote in respect of the resolution.
4. Shareholders could appoint a member of the Board to act as their proxy having marked their preferences in respect of the agenda items. The shareholders who wish to submit their proxies must duly complete the 'Form of Proxy' and forward same together with the attached "**Registration Form**" (**Annexure I**) to the Company not later than 4.45 p.m on 24th March 2026.
5. We encourage the shareholders to use the email address CBHEGM@carcumb.com to forward the said documents for timely submission of documents. Shareholders/Proxy Holders will receive an email confirmation from the Secretaries upon receipt of required documents.
6. The Circular to Shareholders and the notice convening the EGM together with this procedure to be followed at the EGM will be posted to the shareholders. The documents will be made available on the CSE website www.cse.lk and Group's website www.carsoncumberbatch.com. You may access the documents through the following link
<https://www.carsoncumberbatch.com/investor-relations/>
7. Shareholders who are unable to participate in the EGM via the online meeting platform (i.e. Zoom platform) are invited to forward their suggestions/questions (if any) relating to items on the EGM agenda appearing on the notice convening the EGM to the email address CBHEGM@carcumb.com not later than 4.45 p.m. on 24th March 2026. The Board will ensure that the said suggestions/questions are discussed and addressed at the EGM, if relevant to the agenda of the meeting.

GENERAL DETAILS

- We request the shareholder/proxy holders who wish to participate at the EGM to forward the completed **Registration Form (Annexure I)** not later than 4.45 p.m. on 24th March 2026, in order to enable the Secretaries to forward the login information to their Email Address given in the Registration Form (Annexure I).

Login and password information is strictly confidential and intended only for the specific shareholder and such access information should be strictly not divulged to any other person. **We advise you to login 30 minutes prior to the meeting to ensure connectivity.**

- We have designated the following person to attend to your queries relating to this procedure. You may contact them any time between 10.00 a.m. to 4.00 p.m. on any working day:

Ms. Ama Weligamage/ Ms. Jelisa Fernando - 011-2039275 or +94 764 765 463 or +94 767 410 683

By order of the Board of
Ceylon Beverage Holdings PLC
Carsons Management Services (Private) Limited
Secretaries

Colombo
4th March 2026

CEYLON BEVERAGE HOLDINGS PLC
EXTRAORDINARY GENERAL MEETING – 26TH MARCH 2026
REGISTRATION FORM

BY EMAIL/ BY HAND/ BY POST

To : Carsons Management Services (Private) Limited
 Secretaries to
 Ceylon Beverage Holdings PLC
 No. 61, Janadhipathi Mawatha, Colombo 1, Sri Lanka

PART 1 - Shareholder's details

Full name of Shareholder/s	
Address	
Shareholders' NIC No./Passport No./Co. Reg. No.	
CDS Account No.	
Contact details	Residence -
	Mobile -
Email Address	

PART 2 – Proxy Holder's details

[Applicable for shareholders who wish to appoint proxy holders]

Name of the proxy holder	
Proxy holder's NIC No./Passport No.	
Proxy holder's Contact No.	Residence –
	Mobile -
Proxy Holder's Email Address	

.....
 Signature of the shareholder

Notes:

- Please complete the form by filling in legibly the required information, signing in the space provided and filling in the date of signature
- Please forward the completed form via email to CBHEGM2026@carcumb.com or by WhatsApp to mobile no. +94 764 765 463 or +94 767 410 683 or by post to or handed over to the registered office of the Company, 48 hours prior to the meeting (i.e. **not later than 4.45 pm on 24th March 2026**)
- Shareholders/Proxy Holders are requested to provide their e-mail address and the telephone numbers in the space provided in order to enable the Company to forward the login details
- In the case of a Company/Corporation, the shareholder details registration form must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
- In the case of a shareholder details form signed by an Attorney, the Power of Attorney must be deposited at the Registered Office of the Company for registration.
- If you have any query regarding this shareholder details registration form please contact us on 011-2039275 or +94 764 765 463 or +94 767 410 683

If undelivered, please return to:

Carsons Management Services (Private) Limited

P.O. Box 24

No. 61, Janadhipathi Mawatha,

Colombo 1,

Sri Lanka