

Notice of Meeting

NOTICE IS HEREBY GIVEN that the 133rd Annual General Meeting of The Nuwara Eliya Hotels Company PLC will be held **as a virtual meeting** on 30th September 2025 at 11.00 a.m. assembled at 236, Galle Road, Colombo 3 to transact the following business.

1. To receive and adopt the Report of the Directors and the Statement of Accounts for the year ended 31st March 2025, with the Report of the Auditors thereon.
2. To elect Mr. T J Ondaatjie who retires in terms of Article 88(i) of the Articles of Association as a Director of the Company.
3. To elect Mr. J H P Ratnayeke, in terms of Section 211 of the Companies Act No.07 of 2007. The Company has received notice of intention to pass the following resolution as an ordinary resolution and Mr. J H P Ratnayeke has agreed to be re-elected.

Resolved that the age limit of 70 years referred to in Sections 210 of the Companies Act No.07 of 2007 shall not apply to Mr. James Henry Paul Ratnayeke who is 75 years of age and that he be elected as a director of the board.
4. To elect Mr. S M S S Bandara in terms of Article 95 of the Articles of Association as a Director of the Company.
5. To elect Ms. H M S Herath in terms of Article 95 of the Articles of Association as a Director of the Company.
6. To elect Mr. A M Iddamalgoda in terms of Article 95 of the Articles of Association as a Director of the Company.
7. To re-appoint Messrs. Ernst & Young who are deemed to be re-appointed as Auditors of the Company in terms of Section 158 of the Companies Act No.7 of 2007 and to authorize the Directors to determine their remuneration.
8. To authorize the Directors to determine payments for charitable and other purposes for year 2025/26.

By Order of the Board,
For The Nuwara Eliya Hotels Company PLC
Mercantile Investments and Finance PLC
Secretaries

Colombo
12th August 2025

Notes: A member entitled to attend and vote at the meeting is entitled to appoint a proxy (whether a purpose and Shareholders who are unable to attend the meeting in person are requested to kindly complete and return such form of proxy in due time, in accordance with the instructions noted on the form of proxy.

For information on how to participate by virtual means in the above meeting please refer the supplementary notice to shareholders.

Supplimentary Notice to Shareholders

Instructions for Registration and Participation at the Virtual Annual General Meeting

THE NUWARA ELIYA HOTELS COMPANY PLC

133RD ANNUAL GENERAL MEETING

Dear Shareholder,

The Board of Directors of the Company, having taken into consideration the guidelines issued by Colombo Stock Exchange ("CSE") on holding virtual shareholder meetings through audio/visual means, have decided to hold the Annual General Meeting ("AGM") of the Company as a virtual meeting through audio/visual means using an online platform on 30th September 2025 as per the Notice of Meeting of the AGM.

Please note the following procedure to be adopted in terms of same.

1. Notice of Meeting, Form of Proxy and Form of Registration are enclosed herewith.
2. The AGM will be held in compliance with the principals set out in the Guidelines issued by CSE for hosting of virtual Annual General Meeting.
3. **Only the key officials who are essential for the administration of the formalities of the meeting will be physically present at the venue.** All registered shareholders/proxy holders are requested to participate via online meeting platform.
4. Shareholders who wish to participate in AGM through audio visual means should forward the duly perfected Registration Form (Annexure 1) to Mercantile Investments and Finance PLC, Secretaries, 236, Galle Road, Colombo 3 or by email to mercantile@mi.com.lk at least 48 hours before the time fixed for the meeting.
5. Adequate arrangements will be made for Shareholders who wish to participate in the AGM via the online meeting platform with log in information being forwarded to shareholders in advance of the meeting upon verification of registration details. Only Shareholders or their duly appointed proxyholders are requested to log in to the virtual meeting platform. It is recommended that Shareholders/Proxy Holders join the AGM at least 15 minutes before the start of the AGM. The digital Platform will be active 30 minutes before the start of the AGM. The Company will not be responsible or liable for misuse and/or unauthorized use of the login information.
6. Shareholders will be given the opportunity to raise any questions or comments on the matters listed on the Agenda for the meeting or forward the questions in advance to the email mercantile@mi.com.lk
7. Voting on items listed on the Agenda will be registered using an online platform. Shareholders/Proxyholders will be briefed on the procedure for voting prior to the commencement of the AGM.

In the event the Company is required to take any further action in relation to the Meeting and/or other communications, guidelines, directives or orders issued by the Government of Sri Lanka, Notice of such action shall be given by way of an announcement to the Colombo Stock Exchange and/or publication on the Company website www.thegrandhotelnuwaraeliya.com

The Board wishes to thank the Shareholders of the Company for their corporation and support to ensure a smooth and uninterrupted process at the Annual General Meeting of the Company and look forward to their virtual attendance.

BY ORDER OF THE BOARD

THE NUWARA ELIYA HOTELS COMPANY PLC

MERCANTILE INVESTMENTS AND FINANCE PLC

Secretaries

12th August 2025

Colombo

Form of Proxy

I/We.....
 of
 being a member/members of THE NUWARA ELIYA HOTELS COMPANY PLC, do hereby appoint;
 of or failing him/her

Mr. J H P Ratnayake	or failing him
Mr. G G Ondaatjie	or failing him
Ms. A M Ondaatjie	or failing her
Mr. T J Ondaatjie	or failing him
Mr. S K Abeyesundara	or failing him
Mr. M K K B Galagoda	or failing him
Mr. G H R Fernando	or failing him
Mr. S M S S Bandara	or failing him
Ms. H M S Herath	or failing her
Mr. A M Iddamalgod	or failing him

as my/our proxy to represent me/us and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to held on 30th September 2025 at 11.00 a.m. as a virtual meeting assembled at 236, Galle Road, Colombo 3 and at any adjournment thereof, and at every poll which may be taken in consequence thereof.

	FOR	AGAINST	WITHHOLD
1) To receive and adopt the Report of Directors and the Statement of Accounts for the year ended 31st March 2025, with the Report of the Auditors there on.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2) To elect Mr T J Ondaatjie retiring in terms of Article 88(i) of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3) To elect Mr. J H P Ratnayake retiring in terms of Section 211 of the Companies Act No.07 of 2007	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4) To elect Mr. S M S S Bandara retiring in terms of Article 95 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5) To elect Ms. H M S Herath retiring in terms of Article 95 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6) To elect Mr. A M Iddamalgod retiring in terms of Article 95 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7) To re-appoint Messrs. Ernst & Young, who are deemed to be re-appointed as Auditors of the Company in terms of Section 158 of the Companies Act No.7 of 2007 and to authorize Directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8) To authorize the Directors to determine payments for charitable and other purposes for the year 2025/26	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As witness my/our hand thisday of2025

.....
 Signature of Shareholder/s

Note: Please delete the inappropriate words.

(Instructions as to completion are noted on the reverse hereof)

Form of Proxy - Contd.

INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the form of proxy, after filling legibly your full name and address and by signing in the space provided and please fill in the date of signature.
2. Please indicate with an "X" in the boxes provided how your Proxy is to vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.
3. If the proxy form is signed by an Attorney, the relative Power of Attorney should also accompany the proxy form for registration, if such Power of Attorney has not already been registered with the Company.
4. In the case of a Company/Corporation, the proxy must be under its Common Seal, which should be affixed and attested in the manner prescribed by its Articles of Association.
5. The completed form of proxy should be deposited at the Registered Office of the Company at No.236, Galle Road, Colombo 3, 48 hours before the time appointed for the meeting.

Registration Form

ANNEXURE 1

**THE NUWARA ELIYA HOTELS COMPANY PLC
133RD ANNUAL GENERAL MEETING**

To: Mercantile Investments and Finance PLC
Secretaries
The Nuwara Eliya Hotels Company PLC
236, Galle Road,
Colombo 3

Full Name of Shareholder

Address of Shareholder

.....

Shareholder's NIC No/Passport No/Co. Reg No

Membership No/ CDS Account No No. of Shares held

Shareholder's Contact Nos. Residence Mobile

Shareholder's e-mail addressPlease type clearly, mandatory)

If Proxy is Appointed

Full Name of Proxy

Proxy Holder's NIC No/Passport No.

Telephone No. Residence Mobile

e-mail AddressPlease type clearly, mandatory)

.....
Shareholder's Signature/Date

.....
1st Joint holder's Signature/date

.....
2nd Joint holder's Signature/date

Notes: Instructions as to completion are noted on the reverse hereof.

INSTRUCTIONS AS TO COMPLETION

1. Shareholders are advised to complete the form legibly in order to facilitate their participation through the online platform
2. The "Web Link" for participation at the AGM through the online platform will be forwarded to the Shareholder's above noted email address.
3. In the case of a Company/Corporation, the registration form must be under its Common Seal, which should be affixed and attested in the manner prescribed by its Articles of Association.
4. If the registration form is signed by an Attorney, the relative Power of Attorney should also accompany the proxy form for registration, if such Power of Attorney has not already been registered with the Company.
5. The completed registration form should be deposited at the Secretaries office at No.236, Galle Road, Colombo 3 or emailed to mercantile@mi.com.lk 48 hours before the time appointed for the meeting.

Form of Request

FOR A PRINTED COPY OF THE ANNUAL REPORT 2024/25 OF THE NUWARA ELIYA HOTELS CO. PLC

☐ I would like to receive the printed version of the Annual Report 2024/25 of The Nuwara Eliya Hotels Co. PLC

SHAREHOLDERS DETAILS	
Full name of Shareholder	
Shareholder's NIC/ Passport/ Company Registration No.	
Contact Number	
Signature	Date

Notes:

- 1) Please complete the Form of Request by filling in legibly the required information / Date and signing in the space provided.
- 2) In the event the shareholder is a company, the Form of Request should be signed under its Common Seal or by a duly authorized officer of the company in accordance with its Article of Association.
- 3) Please forward the completed Form of Request to the Secretaries in one of the following methods-
 - By post / Delivered by Hand – Secretaries
The Nuwara Eliya Hotels Co. PLC
236, Galle Road, Colombo – 03
 - By email – mercantile@mi.com.lk