

FORM OF PROXY

I/We.....
of.....

being a Shareholder / Shareholders of HARISCHANDRA MILLS PLC do hereby appoint

- | | |
|----------------------------|-----------------|
| 1. Mr. S. N. Samarasinghe | or failing him, |
| 2. Mr. G.S.V. De Silva | or failing him, |
| 3. Mrs. M.P. De Silva | or failing her, |
| 4. Mr. S.A.S Jayasundara | or failing him, |
| 5. Mr. T.K. Bandaranayake | or failing him, |
| 6. Mrs. R. K. Samarasinghe | or failing her, |
| 7. Mrs. R. Kobbekaduwa | or failing him, |

..... (holder of National Identity Card No.)

ofas my /our Proxy to attend and vote at the 72nd Annual General Meeting of the Company to be held online, via virtual platform on Wednesday, 04th September 2024 and at the termination thereof.

	For	Against
1. to receive and consider the annual report of the board together with the financial statements of the Company for the year ended 31 st March 2024.	<input type="checkbox"/>	<input type="checkbox"/>
2. to re-elect as a Director, Mr. S. A. S. Jayasundara, a director, who retires in terms of Article 98 of the articles of association.	<input type="checkbox"/>	<input type="checkbox"/>
3. to re-appoint as a Director, Mr. T. K. Bandaranayake in terms of Section 210 of the Companies Act No. 7 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
4. to re-appoint as a Director, Mrs. R. K. Samarasinghe in terms of Section 210 of the Companies Act No. 7 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
5. to re-appoint as a Director, Mr. G. S. V. De Silva in terms of Section 210 of the Companies Act No. 7 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
6. to re-appoint as a Director, Mrs. M. P. De Silva in terms of Section 210 of the Companies Act No. 7 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
7. to declare a final dividend of LKR 40/- per share as recommended by the directors.	<input type="checkbox"/>	<input type="checkbox"/>
8. to replace the existing articles of association of the Company in its entirety by substituting in place thereof the articles of association attached to the Notice of Meeting as Annexure A.	<input type="checkbox"/>	<input type="checkbox"/>
9. To appoint Mr. Getawa Kandage Sudath Kumar as a director of the Company with effect from 04 th September 2024	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-appoint M/s KPMG, Chartered Accountants, as the auditors of the Company and authorize the directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
11. To approve the donations and contributions made by the directors during the year under review, and to authorise the directors to determine contributions to charities for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day of 2024

.....
Signature/s

Note: Instructions as to completion are noted on the reverse hereof

INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the Form of Proxy after filling in legibly your full name and address and sign in the space provided. Please fill in the date of signature.
2. Please return the completed Form of Proxy to the Company after crossing out one or the other of the alternative words indicated by the asterisks on the body of the Form and by indicating with an 'X' in the space provided against each resolution, the manner in which you wish your vote to be cast.
3. A shareholder entitled to attend and vote at the meeting is entitled to appoint a Proxy who need not be a shareholder, to attend and vote instead of him.
4. In the case of a Corporate Shareholder, the Form must be completed under its Common Seal or otherwise signed by its Attorney or by an officer on behalf of the Corporation. The Corporate Shareholder may, but shall not be bound to require evidence of the authority of any such Attorney or officer.
5. If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney should also accompany the completed Form of Proxy, in the manner prescribed by articles of association.
6. The completed Form of Proxy should be deposited at the Registered Office of the Company, No. 11, C.A. Harischandra Mawatha, Matara or forwarded to corporateservices@corporateservices.lk not less than forty eight (48) hours before the appointed time for the Meeting.
7. If there is any doubt as to the manner in which the proxy should vote by reason of the manner in which instructions in 2 above have been carried out, the proxy holder will vote as she/he thinks fit.
8. A shareholder appointing a proxy (other than a director of the Company) to attend the meeting should indicate the proxy holder's National Identity Card (NIC) number on the Form of Proxy and should instruct the proxy holder to bring his/her National Identity Card to the Meeting.