

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Thirty Third (33rd) Annual General Meeting of Samson International PLC will be held by way of electronic means on Monday, 29th September 2025 at 3.00 p.m. at the Board Room of DSI Samson Group (Pvt) Ltd, No.110, Kumaran Ratnam Road, Colombo 02 for the following purposes:

1. Ordinary Business

- 1.1 To receive and consider the Annual Report of the Board of Directors on the affairs of Company and the Financial Statements for the year ended 31st March 2025 with the Report of the Auditors thereon.
- 1.2 To re-elect Mr. D C J Rajapaksa who retires by rotation in terms of Articles 88 and 89 of the Articles of Association, as a Director of the Company.
- 1.3 To pass the ordinary resolution set out below to re-appoint Mrs. C. I. Malwatte who is 70 years of age as a Director of the Company:

"IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act No.07 of 2007 shall not apply to Mrs. C. I. Malwatte who is 70 years of age and that she be and is hereby re-appointed a Director of the Company."
- 1.4 To re-elect Mr. S M T H Subasinghe who retires in terms of Article 95 of the Articles of Association, as a Director of the Company.
- 1.5 To re-appoint Messrs Edirisinghe & Co., Chartered Accountants, as the Auditors of the Company for the ensuing year and to authorize the Directors to determine their remuneration.
- 1.6 To authorize the Directors to determine donations for the year ending 31st March 2026 and up to the date of the next Annual General Meeting.

2. Special Business

- 2.1 To pass the ordinary resolution set out below to approve the continuation of Mrs. C. I. Malwatte, who has attained the age of 70 years, as an Independent Non-Executive Director of the Company:

"IT IS HEREBY RESOLVED THAT based on the recommendation of the Nominations and Governance Committee, along with the justification and rationale, and the confirmation by the Board of Directors of the Company as set out in the Annual Report of the Board of Directors, Mrs. C. I. Malwatte, who attained the age of 70 years on 5th July 2025, shall continue to serve as an Independent Non-Executive Director of the Company in accordance with Rule 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange.

IT IS FURTHER RESOLVED THAT Mrs. C. I. Malwatte shall continue to serve in the capacity of Independent Non-Executive Director until the next Annual General Meeting of the Company."

- 2.2 To consider and if thought fit, to pass the following resolution as a Special Resolution:

"IT IS HEREBY RESOLVED THAT the Articles of Association of the Company be amended:

- 01.** by the deletion of Article 58 under the heading "Resolution in lieu of Meeting" in its entirety and the substitution therefor of the following new Article 58 ;

"METHODS OF HOLDING GENERAL MEETINGS

58. (1) A General Meeting of shareholders may be held -

(i) by a number of shareholders who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; (hereinafter sometimes referred to as the Physical General Meeting); or

(ii) by means of audio, or audio and visual communication by which all shareholders participating and constituting a quorum can simultaneously hear each other throughout the meeting (hereinafter sometimes referred to as Electronic General Meeting); or

(iii) by a meeting held both physically and electronically (called Hybrid General Meeting); or

(iv) by means of a resolution in writing signed by not less than Eighty-Five per centum (85%) of the Shareholders who would be entitled to vote on a resolution at a meeting of Shareholders, who together hold not less than Eighty-Five per centum (85%) of the votes entitled to be cast on that resolution.

- (2) The Board shall determine whether a General Meeting is to be held as a Physical General Meeting as referred to in 58(1)(i) or held as an Electronic General Meeting as referred to in 58(1)(ii) or held as a Hybrid General Meeting, both physically and electronically, as referred to in 58(1)(iii) or by a Resolution in writing as referred to in 58(1)(iv).
- (3) The Board shall specify in the notice calling the General Meeting whether the meeting will be physical or electronic or hybrid or by a Resolution in writing. Such notice shall also specify (as applicable) the time, date, and place and/or electronic platform(s) of the General Meeting, as it is determined.
- (4) (i) When conducting an Electronic General Meeting, the Board shall enable persons to simultaneously attend by electronic means, with no shareholder necessarily in physical attendance at the Electronic General Meeting. The shareholders or their proxies present shall be counted in the quorum for, and entitled to vote at, the General Meeting in question.
- (ii) If it appears to the Chairman of the General Meeting that the electronic platform(s), facilities, or security at the Electronic General Meeting have become inadequate for the purposes referred to herein then the Chairman may, without the consent of the meeting, interrupt to resolve such inadequacy where possible or adjourn the General Meeting. All business conducted at that General Meeting up to the time of that adjournment shall be valid and the provisions of Article 62 shall apply to that adjournment.
- (iii) In relation to an Electronic General Meeting, the right of a shareholder to participate in the business of any General Meeting shall include, without limitation, the right to speak, vote on a poll, be represented by a proxy, and have access (including electronic access) to all documents which are required by the Act or these Articles to be made available for/at the meeting."

02. by the deletion of the word "three" in Article 80 of the Articles of Association and the substitution therefor of "five" ;

03. by the deletion of Article 121 under the existing heading, 'Alternate Directors' in its entirety and the substitution therefor of the following new Article 121;

"ALTERNATE DIRECTORS

121. (i) Subject to the Statutes and other laws applicable in respect of the composition of the Board, a Director may, due to exceptional circumstances, by notice in writing under his hand delivered to the Secretary, nominate an individual to be appointed as an Alternate Director of the Company for a maximum period of one (1) year from the date of appointment to attend to the duties of the Director in his absence, and the following provisions of these Articles shall apply to any person so appointed.
- (ii) If an Alternate Director is appointed for a Non-Executive Director, such Alternate Director shall not be an executive of the Company.
- (iii) If an Alternate Director is appointed to represent an Independent Non-Executive Director, such Alternate Director shall meet the criteria for independence specified in the Listing Rules of the Colombo Stock Exchange.
- (iv) The appointment of an Alternate Director shall be subject to the approval of the Board."

04. by the inclusion of the words and figures 'including the signing of resolutions in writing to be passed by circulation under Article 118 hereof.' at the end of Article 123(i);

05. by the inclusion of the words "Subject to Article 121, an" at the beginning of the Article 124 in place of the word "An";

06. by the inclusion of the following paragraph immediately after the word "newspaper" in Article 157;

"The Company may if so permitted by Statute, publish any notice required to be given to the shareholders on the official website of the Company and/or on the official website of the Colombo Stock Exchange (so long as the Company is listed on the Colombo Stock Exchange)."

07. by the inclusion of following paragraph at the end of Article 159 ;

"The Company may serve notice by electronic mail to an electronic mail account notified by a shareholder in writing or any other acceptable means, to the Company or to the Central Depository Systems (Pvt) Ltd. Where electronic mail is used, the document or notice shall be deemed to have been received by the shareholder upon the dispatch of same by the Company through electronic mail."

By Order of the Board
SAMSON INTERNATIONAL PLC



P W Corporate Secretarial (Pvt) Ltd
Secretaries

11th August 2025
Colombo

Notes:

1. A shareholder entitled to participate and vote at the above virtual meeting is entitled to appoint a proxy to participate and vote in his/her place by completing the Form of Proxy enclosed herewith.
2. A proxy need not be a shareholder of the Company.
3. For more information on how to participate by virtual means in the above virtual meeting, please refer Registration Process enclosed herewith.