

JOHN KEELLS HOLDINGS PLC

(Company Registration No. PQ 14)

THIS DOCUMENT IS OF VALUE

CIRCULAR TO SHAREHOLDERS

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER PROFESSIONAL ADVISOR IMMEDIATELY.

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6 July 2022

Dear Sir/Madam,

PROPOSED PRIVATE PLACEMENT
TO RAISE FOREIGN DIRECT INVESTMENT THROUGH
UNLISTED CONVERTIBLE DEBENTURES
TO CERTAIN CONTROLLED AFFILIATES (SUBSIDIARIES) OF
FAIRFAX FINANCIAL HOLDINGS LIMITED
AMOUNTING TO SRI LANKAN RUPEES (LKR) 27.06 BILLION

A. BACKGROUND

The Board of Directors (the "Board") of John Keells Holdings PLC ("JKH" or the "Company") resolved on 21 June 2022, subject to the approval of Shareholders by means of a special resolution at an Extraordinary General Meeting ("EGM"), to raise Sri Lankan Rupees ("LKR" or "Rs.") 27.06 billion through a private placement of LKR denominated unrated, unlisted, unsecured convertible debentures ("Debentures") to certain controlled affiliates (subsidiaries) of Fairfax Financial Holdings Limited (the "Investor/s"), herein referred to as the "Proposed Private Placement". Fairfax Financial Holdings Limited is headquartered in Toronto, Canada.

At the time of announcement of the transaction, and as agreed with the Investor, the transaction amounted to a value of United States Dollar ("USD") 75 million of foreign direct investment as per the LKR/USD exchange rate of Rs.360.75 quoted by the Central Bank of Sri Lanka on 20 June 2022. Since the transaction is denominated in LKR, the exchange rate prevailing at the time of receipt of funds will not have a bearing on the value of the transaction in LKR terms which remains as LKR 27.06 billion.

The Debentures have a maturity period of three (3) years and will accrue interest at a rate of three (3) per cent per annum.

Salient features of the Proposed Private Placement are provided in Section B below.

The purpose of this Circular is to, among others, furnish information to Shareholders of the Company, thereby enabling them to make an informed decision on the resolution to be proposed at the Extraordinary Shareholders' Meeting ("EGM") arising from the Proposed Private Placement.

B. THE ISSUE

1. Subject to Shareholder approval by means of a special resolution at an EGM, and conformance with regulatory and other requirements, as applicable to the parties:
 - a. Further to the Company's announcement to the Colombo Stock Exchange ("CSE") dated 21 June 2022, in-principle approval has been obtained by the Company from the CSE for the listing of the new ordinary shares of the Company which may arise from the conversion of the Debentures at the discretion of the Investor/s.
 - b. The Securities and Exchange Commission of Sri Lanka ("SEC") granted approval on 18 June 2022 for the Company to proceed with the Proposed Private Placement and the conversion of the Debentures to new ordinary shares of the Company at the discretion of the Investor/s, in response to the Company's letters dated 15 June 2022 and 17 June 2022 requesting a waiver under Rule 5.4 (c) of the Listing Rules of the CSE and approval under Section 81 of the Securities and Exchange Commission of Sri Lanka Act No. 19 of 2021 ("SEC Act").

2. Principal Terms of the Proposed Private Placement

Investor/s:	<p>The Debentures will be issued to certain controlled affiliates (subsidiaries) of Fairfax Financial Holdings Limited, being Qualified Investor/s. Fairfax Financial Holdings Limited is headquartered in Toronto, Canada.</p> <p>Although the investment will be through controlled affiliates (subsidiaries) of Fairfax Financial Holdings Limited, as of the date of this Circular, the specific entities (or entity) within Fairfax Financial Holdings Limited to which the Debentures will be issued is still being finalised.</p>
Qualified Investor:	<p>Criteria as specified in the SEC Regulations 16/2008 bearing reference SEC/LEG/08/11/29 or any other applicable criteria specified under the regulations, rules and directives issued by the SEC under the SEC Act, with notice to the Company.</p>
Instrument:	<p>LKR denominated unlisted Convertible Debentures with the option for conversion into new ordinary shares of the Company to be listed on the CSE. The instrument is unrated and issued to Qualified Investor/s as per the criteria specified under the regulations, rules and directives issued by the SEC under the SEC Act.</p>
Status of Debentures:	<p>The Debentures issued will be direct, unconditional, unsecured, unlisted and unrated obligations of the Company, ranking <i>pari passu</i> with all other present and future unsecured and unsubordinated obligations of the Company.</p>
Transferability:	<p>The Debentures issued shall not possess any voting rights and shall not be sold, assigned, transferred, disposed, realised or encumbered in any manner and are non-transferable except to controlled affiliates (subsidiaries) of Fairfax Financial Holdings Limited. All Debenture holders will be required to fulfill the criteria for Qualified Investor/s.</p>
Issue Size:	<p>LKR 27,056,250,000.00</p> <p>At the time of announcement on 21 June 2022, the USD value of the transaction amounted to USD 75 million, based on the LKR/USD mid-rate of Rs.360.75, quoted by the Central Bank of Sri Lanka as at 20 June 2022.</p>
Issue Price:	<p>LKR 130.00 per Debenture.</p>
Coupon:	<p>The Debentures will accrue interest at a rate of three (3) per cent per annum. The interest is payable in Sri Lankan Rupees, quarterly, in arrears.</p>
No. of Debentures issued:	<p>208,125,000 Debentures (Issue Size divided by the Issue Price).</p>
Maturity Date:	<p>Three (3) years from the date on which the Debentures are issued by the Company to the Investor/s unless otherwise converted into new ordinary shares that will be listed on the CSE.</p>
Redemption on Maturity:	<p>The Company is required to redeem all Debentures outstanding (i.e. any Debentures not converted by the Investor/s) on the Maturity Date by repaying the Issue Price in Sri Lankan Rupees.</p>

Conversion to Shares:

Conversion Ratio: Each Debenture can be converted to One (1) new ordinary share of the Company ("Conversion Shares") which will be listed on the CSE. This translates to a ratio of 1:1. The conversion is at the option of the Investor.

This amounts to the issue of a maximum of 208,125,000 new ordinary shares of the Company if all Debentures are converted.

Conversion Period: The Conversion Period shall be that period beginning eighteen (18) months after the date of issue and ending on the Maturity Date.

Post Conversion Dilution: 13.06 per cent.

The post conversion dilution is based on the assumption that all Debentures will be converted into new ordinary shares of the Company, the number of shares outstanding of the Company as at 20 June 2022 of 1,384,916,632 ordinary shares and does not include any share options outstanding.

As disclosed to the CSE on 22 November 2021, the Board of Directors of the Company resolved to raise funds through a private placement to the Asian Development Bank (ADB) in two phases. USD 50 million was raised in January 2022, as a part of the first phase. In terms of the second phase, the Company had also issued non-tradable/non-transferable options, entitling ADB to subscribe for additional 39,025,204 new ordinary shares of the Company, for an investment amount of up to a maximum of the LKR equivalent of USD 30 million. These options are exercisable between 19 October 2022 and 18 January 2023.

If the options issued to ADB in the second phase are fully exercised, the post conversion dilution from the Proposed Private Placement reduces to 12.75 per cent on account of the higher number of shares in issue as against that of 20 June 2022.

For further information, the combined dilution arising from the exercise of both the ADB option phase 2 and the conversion of shares from the Proposed Private Placement will result in a maximum post conversion dilution of existing shareholders of 15.14 per cent based on the number of shares outstanding as at 20 June 2022.

Protection against Corporate Actions: The Conversion Ratio shall automatically be subject to adjustment in the event the Company implements a Capital Event.

A Capital Event will include subdivision, consolidation, split or reclassification of shares, equity security issuance or rights issue (including the issuance of any rights or securities convertible into equity securities), capital increase and distributions (except for routine cash dividends declared as per the Company's stated dividend policy), capitalisation of profits or reserves or other similar events, corporate spin-off events pertaining to the share capital of the Company, share buy backs, issuance of warrants, and convertible instruments, or any other event that significantly affects the underlying share

capital of the Company, but excludes issuance of equity securities pursuant to the Company's existing Employee Share Options Scheme.

Such adjustment shall be determined in good faith by the Board of Directors of the Company so that the Investor/s shall be entitled to receive, after the occurrence of any of the Capital Events, the same shareholding percentage in the Company upon the conversion of the Debenture which the Investor would have received, had the conversion taken place immediately prior to the happening of such event or any effective date with respect thereto, in terms of the applicable laws and regulations. For avoidance of doubt, the maximum dilution arising solely from the Proposed Private Placement regardless of the Capital Event under consideration will be capped at the Post Conversion Dilution of 13.06 per cent.

Ranking of Conversion Shares: The Conversion Shares will be duly authorised, validly issued and fully-paid ordinary shares which are free from encumbrances and will rank *pari passu* in all respects with the then existing ordinary shares in the Company, except that they will not rank for any dividends, rights, allotments or other distributions, where the entitlement date falls before the date of issue of the Conversion Shares.

Nature of Conversion Shares: The Conversion Shares shall be issued as a further issuance and listed on the CSE.

Lock-in period: The Conversion Shares will be freely transferrable and shall not be subject to any lock-in period.

General:

Public Holding: The public holding percentage of the Company is 98.70 per cent as at 17 June 2022. The public holding percentage post the Proposed Private Placement assuming the issue of shares to the Investor/s (208,125,000) is 98.87 per cent.

Since the Investor/s are not a related party in terms of Sri Lanka Accounting Standards or a party acting in concert declared in terms of the Take-overs and Mergers Code 1995 (Amended 2003), the Investor/s has been considered as a Public Shareholder as per the CSE Listing Rules.

Stated Capital: The stated capital and number of ordinary shares in circulation of the Company as at 21 June 2022 is Rs.73,094,631,394.18 and 1,384,916,632 ordinary shares, respectively. The stated capital post the Proposed Private Placement will be dependent on the number of Debentures converted.

C. PURPOSE OF THE ISSUE

The recent steep depreciation of the Sri Lankan Rupee together with the significant increase in LKR interest rates has resulted in an increase of the funding commitments of the Company. The Proposed Private Placement will enable the John Keells Group ("Group") to support its investment pipeline and match its foreign currency linked project costs whilst reducing the need to fund some of its requirements through the local banking sector, given the stresses on capital and interest rates. The Company believes that raising these funds will strengthen its financial position at a time when the country is faced with significant uncertainty and volatility. Furthermore, the inflow of foreign exchange through this transaction will augment Sri Lanka's foreign currency liquidity position and boost investor confidence in the country, particularly given the profile of the Investor.

Since the USD equivalent of LKR 27.06 billion will be received as foreign direct investment into the country, the Group will take steps to explore the possibility of retaining these funds in USD to have better alignment with the obligations arising from its investment pipeline.

The proceeds from the issue will be used to support the Company's investment and financing obligations, particularly in terms of managing the foreign currency linked funding requirements in investments such as the West Container Terminal (WCT-1) in the Port of Colombo (POC). The investment towards WCT-1 will augur well for the country and the Group, ensuring capacity led-growth and competitiveness of the POC in the region and given that its revenue model is primarily driven by offshore markets and customers.

The WCT-1 project has an implementation period of 60 months, with the first phase slated for completion within 36 months. Funds earmarked for WCT-1 are envisaged to be infused as equity contributions from the Company to the WCT-1 project primarily during the first phase of the project, on a staggered basis, based on project funding requirements and construction progress. Until such time the funds are infused, funds will be optimally managed by the Company and invested in deposits and other savings and investment instruments, at market rates.

INVESTMENT RATIONALE

The Board is of the view that the Proposed Private Placement is beneficial to both the Company and its Shareholders, considering:

- a. the flexibility and agility the Debentures provides to fund the Group's investments in an optimal manner at a nominal cost of funds, whilst providing additional support to its liquidity position, particularly in terms of providing further leeway to manage the foreign currency commitments of the Group.
- b. the reduced funding requirements on the Group to fund the investment in the West Container Terminal project, which has now increased in LKR terms on account of the significant depreciation of the LKR, should the Investor/s exercise the option to convert the Debentures in to newly issued ordinary shares of the Company.
- c. the three-year maturity period of the Debentures which will assist the Group in managing the current volatile and stressed financial circumstances in the country.

D. INTRODUCTION TO THE INVESTOR

Fairfax Financial Holdings Limited ("Fairfax") is a holding company which, through its controlled affiliates (subsidiaries), is primarily engaged in property and casualty insurance and reinsurance and the associated investment management. Fairfax's corporate objective is to achieve a high rate of return on invested capital and build long-term shareholder value.

Fairfax was founded in 1985 by the present Chairman and Chief Executive Officer, V. Prem Watsa. The company has been under present management since 1985 and is headquartered in Toronto, Canada. Its common shares are listed on the Toronto Stock Exchange under the symbol FFH and in USD under the symbol FFH.U.

Since 1985, investments have been centrally managed for Fairfax group companies by Hamblin Watsa Investment Counsel Limited, a wholly-owned subsidiary of Fairfax. Hamblin Watsa emphasises a conservative value investment philosophy, seeking to invest assets on a total return basis, which includes realised and unrealised gains over the long-term.

Since January 2020, Fairfax Financial Holdings Limited, through its subsidiaries and investment structures as detailed below, currently hold approximately 13 per cent of the Company (excluding any impacts from the Proposed Private Placement).

- HWIC Asia Fund
- Citigroup Global Markets Limited Agency Trading Prop Securities A/C
- Fairfirst Insurance Limited

If all Debentures are converted to Conversion Shares, the total shareholding of Fairfax Financial Holdings Limited, through its controlled affiliates (subsidiaries), would be approximately 24.5 per cent. Based on the same assumptions, and if the options granted to ADB, as referred to in the Circular, are exercised, the shareholding will be 23.9 per cent.

E. GENERAL

1. The Board, having considered all the factors relating to the Proposed Private Placement, the interests of the existing shareholders as well as the Company, has resolved that the price, terms and conditions of the Debentures and if converted, the ordinary shares are fair and reasonable to the Company and for all its existing shareholders, including with respect to the Companies Act No. 07 of 2007 (the "Companies Act"). The Board, therefore, recommends that existing shareholders of the Company vote in favour of the resolution to issue Convertible Debentures as contemplated herein.
2. The capital investment to the business through the Proposed Private Placement will be disclosed, as applicable, in the Annual Report and the Interim Financial Statements of the Company and the Group.
3. The Proposed Private Placement is subject to the fulfillment of a standard list of conditions that need to be satisfied prior to the issue of the Debentures (Conditions Precedent) as agreed with the Investor/s. Conditions Precedent are primarily in relation to obtaining the requisite Shareholder approval by means of a special resolution at an EGM, and conformance with regulatory and other requirements applicable to the parties.
4. Pursuant to the receipt of the requisite approvals, the Company will enter into a Debenture Deed with the Investor/s and on fulfilling the requisite Conditions Precedent and receipt of the funds, the Debentures will be issued to the Investor/s following due process as per applicable rules and regulations.

F. EXTRAORDINARY GENERAL MEETING

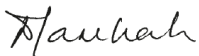
1. The Proposed Private Placement, which has been recommended herein, is subject to the required special resolution being passed by the Shareholders. An Extraordinary General Meeting, therefore, is being convened in accordance with the Notice of Meeting attached hereto, for the purpose of passing the resolution set out herein.
2. Shareholders who are unable to attend the meeting in person are requested to complete the enclosed Form of Proxy (in accordance with the instructions specified herein) and deposit it at the registered office not less than 48 hours before the time appointed for the meeting.

G. DECLARATIONS

1. In-principle approval has been obtained from the CSE for the Conversion Shares to be issued, if the Debentures are converted at the discretion of the Investor/s, under Rule 5.4 of the CSE Listing Rules, subject to Shareholder approval.
2. Necessary approval has been obtained from the SEC on 18 June 2022 as per the SEC Act for the Company to proceed with the Proposed Private Placement as per Section 81 (b) of the SEC Act, and the conversion of the Debentures to new ordinary shares of the Company, if such option of conversion is exercised within 18-36 months from the date of issue of Debentures.
3. The issue of the Debentures is also subject to conformance with applicable regulatory, contractual and other requirements applicable to the parties.
4. The Investor/s are required to meet the requisite criteria to qualify to invest in unlisted debt and listed equity of a company listed on the CSE.
5. In the event the requisite resolutions approving the Proposed Private Placement are passed by the Shareholders of the Company, the Debenture Deed will be executed, and Debentures will be issued to the Investor/s following due process as per applicable rules and regulations.
6. In the event the Investor/s exercises its right to convert the Debentures for newly issued ordinary shares in the Company, the Conversion Shares, upon allotment, will be directly uploaded to the accounts of the Investor/s maintained by the Central Depository System (CDS) on the date of issue of the Conversion Shares. Following this, the Company will submit a Declaration to the CSE as per Rule 5.4 (g) of the CSE Listing Rules to facilitate the listing of the Conversion Shares on the CSE. It is noted that Declarations as per Rule 5.4 (g) of the CSE Listing Rules may be submitted to the CSE if and when the Investor/s exercises its right to convert each such Debenture (or Debentures if exercised in batches).
7. The listing of the ordinary shares by the CSE will in no way be reflective of the merits of the issue. The CSE and the SEC assume no responsibility for the correctness of any statement made, opinions expressed, or reports included herein.
8. This transaction will not be classified as a Major Transaction as defined in Section 185 of the Companies Act.
9. The Proposed Private Placement will not trigger any actions required under the Take-overs and Mergers Code 1995 (Amended 2003).
10. The Company confirms that no other approval is required for the Proposed Private Placement other than the approvals stated in this Circular. The Company has also complied with all applicable laws and regulations relating to the issuance of Placement Shares.

11. The Company affirms that the Investor/s are not related parties to the Company or any of its subsidiaries within the definition of related parties in the CSE Listing Rules and the SEC Act No.19 of 2021. However, the Company notes the following:
 - a. The Investor is a large institutional shareholder of the Company holding approximately 13 per cent of the ordinary shares in issue of the Company (excluding any impacts from the Proposed Private Placement) as outlined previously, but do not have representation on the Board of the Company or any of its subsidiaries.
 - b. The Company holds a 90 per cent shareholding of Union Assurance PLC ("UA"). UA owns a 22 per cent stake of Fairfirst Insurance Limited ("FIL") which is treated as an associate company of the Group. FIL is a subsidiary of Fairfax Financial Holdings Limited.
12. The Directors of John Keells Holdings PLC individually and collectively accept full responsibility for the accuracy of the information given, and confirm, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts, the omission of which would render any statement in the circular misleading.
13. The Directors of John Keells Holdings PLC, individually and collectively, confirm that the funds raised through the Proposed Private Placement will only be utilised to achieve the aforesaid Purpose of the Issue and in line with the use of proceeds outlined above under Section C. If there are any changes to the above-mentioned Purpose of the Issue due to a change in circumstances, Shareholder approval would be sought prior to effecting such changes subsequent to making the required announcements to the CSE.

By Order of the Board
JOHN KEELLS HOLDINGS PLC
Keells Consultants (Private) Limited



Secretaries

JOHN KEELLS HOLDINGS PLC

(Company No PQ 14)

117 Sir Chittampalam A. Gardiner Mawatha, Colombo 2

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of John Keells Holdings PLC will be held as a virtual meeting on 4 August 2022 at 10:00 a.m. for the purpose of considering and if thought fit passing the following Resolution:

SPECIAL RESOLUTION – PROPOSED PRIVATE PLACEMENT TO RAISE FOREIGN DIRECT INVESTMENT THROUGH UNLISTED CONVERTIBLE DEBENTURES TO CERTAIN CONTROLLED AFFILIATES (SUBSIDIARIES) OF FAIRFAX FINANCIAL HOLDINGS LIMITED AMOUNTING TO SRI LANKAN RUPEES (LKR) 27.06 BILLION

“IT IS HEREBY RESOLVED THAT

- A. The Company issue to certain controlled affiliates (subsidiaries) of Fairfax Financial Holdings Limited, unlisted unsecured convertible debentures (“Debentures”):
 - at an issue price of Rs.130.00 (“Issue Price”) at an issue size of Rs.27,056,250,000.00;
 - amounting to an issue of 208,125,000 Debentures;
 - at an interest rate of three (3) per cent per annum, based on a 365-day year, from the date of issue payable in Sri Lankan Rupees quarterly, in arrears; and
 - with a maturity period of 36 months from the date of issue;
- B. The Debentures so issued shall carry the option for the Investor/s to convert such Debentures into newly issued ordinary shares of the Company after a period of 18 months and on/prior to the maturity period of 36 months, at one Debenture per fully paid ordinary share in the share capital of the Company. Each ordinary share so issued shall rank equal and *pari passu* in all respects with the existing ordinary shares of the Company;
- C. Any Debentures not converted shall be redeemed and repaid in full in Sri Lankan Rupees on the third anniversary of their issue at the Issue Price;
- D. The Debentures issued shall be direct, unconditional, unsecured, unlisted and unrated obligations of the Company, ranking *pari passu* with all other present and future unsecured and unsubordinated obligations of the Company;
- E. The Debentures issued shall not possess any voting rights and shall not be sold, assigned, transferred, disposed, realised or encumbered in any manner and are non-transferable except to controlled affiliates (subsidiaries) of Fairfax Financial Holdings Limited. All Debenture holders shall be required to fulfill the criteria for Qualified Investor/s in terms of Securities and Exchange Commission Regulations 16/2008 bearing reference SEC/LEG/08/11/29 or any other applicable regulation;
- F. The shares issued from the conversion of the Debentures be listed on the Colombo Stock Exchange (“CSE”);

- H. Subject to the Listing Rules of the CSE and as set out in the Circular to the Shareholders dated 6 July 2022, the Conversion Ratio (with respect to the underlying ordinary shares that may be issued upon conversion of Debentures) shall automatically be subject to adjustment in the event the Company implements a corporate action, as applicable, which shall be determined in good faith by the Board of Directors;

noting that, the Board has considered the best interests of the Company and the existing Shareholders and is of the opinion that the price and method of pricing of the Debentures and the Conversion Price of Debentures are fair and reasonable.”

By Order of the Board
JOHN KEELLS HOLDINGS PLC
Keells Consultants (Private) Limited



Secretaries
6 July 2022

Notes:

- i. A Member unable to attend is entitled to appoint a Proxy to attend and vote in his/her place.
- ii. A Proxy need not be a Member of the Company.
- iii. A Member wishing to vote by Proxy at the Meeting may use the Form of Proxy enclosed herein.
- iv. Members are encouraged to vote by Proxy through the appointment of a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolution to be taken up at the Meeting in the Form of Proxy.
- v. In order to be valid, the completed Form of Proxy must be lodged at the Registered Office of the Company not less than 48 hours before the Meeting.
- vi. A vote can be taken on a show of hands or by a poll. If a poll is demanded, each share is entitled to one vote. Votes can be cast in person, by proxy or corporate representatives. In the event an individual Member and his/her Proxyholder are both present at the Meeting, only the Member's vote is counted. If the Proxyholder's appointor has indicated the manner of voting, only the appointor's indication of the manner to vote will be used.
- vii. Instructions as to attending the virtual Meeting are attached.

FORM OF PROXY – EXTRAORDINARY GENERAL MEETING

I/Weof
.....being a
member/s of John Keells Holdings PLC hereby appoint
of.....or failing him/her

MR. KRISHAN NIRAJ JAYASEKARA BALENDRA	or failing him
MR. JOSEPH GIHAN ADISHA COORAY	or failing him
MR. DAMIEN AMAL CABRAAL	or failing him
MR. ANTHONY NIHAL FONSEKA	or failing him
MS. MARIE PREMILA PERERA	or failing her
DR. SHRIDHIR SARIPUTTA HANSA WIJAYASURIYA	

as my/our proxy to represent me/us and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on 4 August 2022 at 10:00 a.m. and at any adjournment thereof, and at every poll which may be taken in consequence thereof.

I/We, the undersigned, hereby direct my/our proxy to vote for me/us and on my/our behalf on the specified Resolution as indicated by the letter "X" in the appropriate cage:

SPECIAL RESOLUTION:

PROPOSED PRIVATE PLACEMENT TO RAISE FOREIGN DIRECT INVESTMENT THROUGH UNLISTED CONVERTIBLE DEBENTURES TO CERTAIN CONTROLLED AFFILIATES (SUBSIDIARIES) OF FAIRFAX FINANCIAL HOLDINGS LIMITED AMOUNTING TO SRI LANKAN RUPEES (LKR) 27.06 BILLION

FOR

AGAINST

Signed on this day of Two Thousand and Twenty Two.

.....
Signature/s of Shareholder/s

NOTE: INSTRUCTIONS AS TO COMPLETION OF THE FORM OF PROXY ARE NOTED ON THE REVERSE.

INSTRUCTIONS AS TO COMPLETION OF PROXY

1. Please perfect the Form of Proxy by filling in legibly your full name and address, signing in the space provided and filling in the date of signature.
2. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 117, Sir Chittampalam A. Gardiner Mawatha, Colombo 2, or forwarded by fax to +94 11 243 9037, or e-mailed to ***keellsconsultants@keells.com*** no later than 48 hours before the time appointed for the convening of the Meeting.
3. If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney should accompany the completed Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
4. If the appointor is a company or corporation, the Form of Proxy should be executed under its Common Seal or by a duly authorised officer of the company or corporation in accordance with its Articles of Association or Constitution.
5. If this Form of Proxy is returned without any indication of how the person appointed as Proxy shall vote, then the Proxy shall exercise his/her discretion as to how he/she votes or, whether or not he/she abstains from voting.

Please fill in the following details:

Name :

Address :

.....

.....

Jointly with :

Share Folio No. :

NIC No., as applicable :

INSTRUCTIONS FOR REGISTRATION AND PARTICIPATION AT THE VIRTUAL EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD THROUGH AUDIO/VISUAL MEANS ON 4 AUGUST 2022

Dear Shareholder,

The Board of Directors of the Company, having taken into consideration the guidelines issued by Colombo Stock Exchange ("CSE") on convening virtual shareholder meetings through audio/visual means and in conformity with the regulatory provisions of the Articles of Associations of the Company, have decided to hold the Extraordinary General Meeting ("EGM") of the Company as a virtual meeting through audio/visual means using an online platform in the manner set forth below.

1. Shareholders who wish to participate in the EGM through the online platform are required to complete and forward the "Shareholder/Proxyholder Registration Form" enclosed within this document together with a copy of the National Identity Card or Passport of the Shareholder/Proxyholder (if a Proxy is appointed) by registered post to the Registered Office of the Company, by email to ***keellsconsultants@keells.com*** or by fax to +94 11 243 9037, not less than 48 hours before the convening of the EGM. Shareholders are required to mandatorily provide their email address (or the email address of the Proxyholder) in the space provided in the Registration Form in order to forward the weblink, if they wish to participate in the EGM through the online platform. The registered Shareholders/Proxyholders are requested to join the EGM only on the digital platform through the weblink sent by the Company.
2. Shareholders who wish to submit proxies can duly complete the proxies as per the instructions given on the reverse of the Form of Proxy and send the same by registered post to the Registered Office of the Company or forward it by fax to +94 11 243 9037 or email to ***keellsconsultants@keells.com*** not less than 48 hours before the convening of the EGM.
3. Shareholders who wish to appoint a member of the Board of Directors as his/her Proxy to represent them at the EGM, may do so by completing the Form of Proxy with their voting preferences marked against the resolution to be taken up at the EGM.
4. It is recommended that Shareholders/Proxyholders join the EGM at least fifteen (15) minutes before the start of the EGM. The digital platform will be active thirty (30) minutes before the start of the EGM.
5. Voting on items listed on the Agenda will be registered by using an online platform. Shareholders/Proxyholders will be briefed on the procedure for voting prior to the commencement of the EGM.
6. All Shareholders/Proxyholders speaking at the EGM to vote, seek clarification or make a comment relevant to the EGM are required to identify themselves when speaking at the EGM.
7. Any Shareholder can forward his/her queries and clarifications relevant to the EGM, by registered post to the Registered Office of the Company, email to ***keellsconsultants@keells.com*** or forward it by fax to +94 11 243 9037 not less than three (3) days before the convening of the EGM. Responses in respect of such queries and clarifications may be made before or during the course of the EGM.

8. The date fixed for the EGM will not be affected even if a public holiday or a curfew is declared on this date, as the EGM will be held virtually. In the event any further action is required to be taken by the Company in relation to the EGM, notification of such change would be by way of an announcement to the CSE.

By Order of the Board
JOHN KEELLS HOLDINGS PLC
Keells Consultants (Private) Limited



Secretaries
6 July 2022

SHAREHOLDER/PROXYHOLDER REGISTRATION FORM

EXTRAORDINARY GENERAL MEETING

PROPOSED PRIVATE PLACEMENT TO RAISE FOREIGN DIRECT INVESTMENT THROUGH UNLISTED CONVERTIBLE DEBENTURES TO CERTAIN CONTROLLED AFFILIATES (SUBSIDIARIES) OF FAIRFAX FINANCIAL HOLDINGS LIMITED AMOUNTING TO SRI LANKAN RUPEES (LKR) 27.06 BILLION

To: John Keells Holdings PLC
117 Sir Chittampalam A. Gardiner Mawatha,
Colombo 2.

Full Name of the Shareholder:.....

Shareholder's Address:.....

Shareholder's NIC No./Passport No./Company Registration No.:.....

Shareholder's Contact Nos: Residence:..... Mobile:.....

Shareholder's Email Address:.....

IF PROXY IS APPOINTED

Full Name of Proxyholder:.....

Proxyholder's NIC No./Passport No.:.....

Telephone Number: Residence:..... Mobile:.....

Email Address:.....

.....

.....

Shareholder's Signature

Date

Notes:

- Please perfect the Shareholder/Proxyholder Registration Form by filling in legibly your full name, address, email, contact number, signing in the space provided and filling in the date of signature.
- If the Registration Form is signed by an Attorney, the relevant Power of Attorney should accompany the completed Registration Form, if such Power of Attorney has not already been registered with the Company.
- If the Shareholder is a company or corporation, the Form should be executed under its Common Seal or by a duly authorised officer of the company or corporation in accordance with its Articles of Association or Constitution.

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