



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

31 May 2022

Dear Sir/Madam,

EMPLOYEE SHARE OPTION PLAN 11

John Keells Holdings PLC (the "Company") has with the approval of its shareholders successfully implemented employee share option plans ("ESOP Schemes") since 1996 whereby the Company was able to issue, non-transferable call share options not exceeding a specified percentage of the total issued shares of the Company as at the date of awarding every such option. The ESOP Schemes have been approved by the regulatory bodies and operated in accordance with the guidelines set out by the Securities and Exchange Commission of Sri Lanka and the Colombo Stock Exchange ("CSE"). Details of the ESOP Schemes which remain valid as at 31 March 2022 are in the Annual Report of the Board of Directors.

Your Board of Directors is of the view that maintaining a proprietary interest and a long-term commitment amongst the Senior Executives of the Group, including its Executive Directors, on a continuing basis is imperative to increasing the shareholder value in the Company.

Towards achieving this objective, the Board of Directors, with the approval of the CSE, has formulated an ESOP Scheme (the "Plan 11"), as set out in the attached Notice convening an Extraordinary General Meeting of the Company and recommends that the Plan 11 be approved by the shareholders as a Special Resolution.

The maximum number of options offered in terms of Plan 11 will not exceed 1.50% of the total issued shares of the Company. From the total number of options offered under Plan 11, a maximum of 0.50% of the total issued shares may be awarded every year, over three (3) years commencing from 1 July 2022. All grants will be at the discretion of the Board of Directors. The last grant date will be on or before 30 June 2025.

Based on the issued shares of the Company as at date, the maximum options available under Plan 11 (of 1.50% or 0.50% of issued shares) would amount to 20,773,749 and 6,924,583 options to purchase 20,773,749 and 6,924,583 shares respectively. However, the number of shares on offer will vary and depend on the number of issued shares of the Company on the grant date of each respective award of options, as aforesaid.

The number of share options offered to the Executive Directors and Presidents shall be determined by the Board of Directors on the recommendation of the Human Resources and Compensation Committee of the Company.

The number of options offered to eligible staff shall be determined by the Group Executive Committee based on performance. The annual offer of shares, of a maximum of 0.50%, will be offered subject to vesting conditions, including those based on time and individual performance as the Board of Directors shall determine from time to time. The grant date would be the date on which a given award would take effect. Each annual award will expire five (5) years from the date of grant of the award. In compliance with Rule 5.6.2 of the CSE Listing Rules, all shares underlying the options granted under Plan 11, if exercised, shall be absolutely transferred to the employees within a period of ten (10) years from the date of shareholder approval.

The share options outstanding shall not exceed five per cent (5%) of the total number of issued ordinary shares of the Company at any given time in accordance with the provisions set out in rule 5.6.1 (a) of the CSE Listing Rules. No single employee of the Company will be entitled to acquire through the ESOP Award more than one per cent (1%) of the total number of shares issued by the Company at any given time, without having received shareholder approval by way of a special resolution granted at a general meeting.

The options offered to an employee under Plan 11 shall be cancelled in the event the offer is not accepted, do not vest in terms of the vesting conditions, the resignation of the offeree, termination of the contract of employment by the employer or disciplinary action being taken against the offeree.

The exercise price of the options shall be the Volume Weighted Average Price taking into consideration all share transactions of the Company during the thirty (30) Market Days immediately preceding the grant date, unless otherwise determined by the CSE. Financial assistance will not be provided by the Company or any of its subsidiaries for the purchase of shares under this Scheme. Employees issued shares pursuant to Plan 11 will have all the rights of other holders of Ordinary Shares in the Company.

The Company will not vary the terms of Plan 11, as detailed above, except in the circumstances set out in Rule 5.6.6 a (ii) of the CSE Listing Rules.

Shareholders who are unable to attend the virtual meeting in person are requested to complete the enclosed Form of Proxy (in accordance with instructions specified therein) and deposit it at the Registered Office of the Company not less than forty-eight (48) hours before the time appointed for the meeting.

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 24 June 2022 at 10.30 a.m. for the purpose of considering and if thought fit, to pass the following as a Special Resolution:

SPECIAL RESOLUTION – EMPLOYEE SHARE OPTION PLAN

“That the Directors be and are hereby authorised to offer an option to purchase shares up to an aggregate maximum of 1.50% of the total issued shares of John Keells Holdings PLC (the “Plan 11”) in such quantities to such employees of the Company and its subsidiary companies inclusive of Executive Directors (the “Offerees”), as may be determined by the Board of Directors at its discretion, and based on the terms and conditions given below:

- a. The total number of shares that may be awarded over a three (3) year period will be subject to a maximum of 0.50% per annum of the total issued shares of John Keells Holdings PLC (the “Company”).
- b. The price at which the share options are exercisable, i.e. the exercise price, shall be the Volume Weighted Average Price taking into consideration all share transactions of the Company during the thirty (30) Market Days immediately preceding the grant date unless otherwise mandated by the Colombo Stock Exchange.
- c. The number of share options awarded to the Executive Directors and Presidents shall be determined by the Board of Directors on the recommendation of the Human Resources and Compensation Committee of the Company, based on the performance of each such person and the performance of the Group.
- d. The number of share options awarded to other eligible staff shall be determined by the Group Executive Committee of the Company, based on the performance of each such person, the performance of the organisation such person belongs to and the performance of the Group. This decision will be subject to ratification by the Board of Directors on a recommendation of the Human Resources and Compensation Committee.
- e. The share options awarded will be subject to both a time condition and a performance condition and such other conditions as decided from time to time by the Board of Directors.
- f. The award or any part thereof accepted by the Offerees and vested in terms of the vesting conditions, unless exercised within a period of sixty (60) months from the date of award, shall automatically lapse and be of no force or avail in law.
- g. The number of shares underlying the award, and/or the exercise price may be adjusted, as applicable, in the event of an increase or decrease in the total number of shares of the Company subject to such terms and conditions as may be stipulated by the Board of Directors.
- h. In terms of the Listing Rules of the Colombo Stock Exchange, the essential features of this scheme together with the material details will be disclosed in the Annual Report and the shares offered under the scheme will be accounted under the Sri Lanka Financial Reporting Standards (SLFRS) in force.

- i. This scheme will operate in accordance with and subject to the Listing Rules of the Colombo Stock Exchange.
- j. Nothing herein contained obligates the Board of Directors to implement all awards, if the Board of Directors in its discretion determines that the implementation of such awards is contrary to the best interests of the Company."

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



Secretaries
31 May 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 resolutions 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 proxy holder are both present at the Meeting, only the Member's vote is counted. If the proxy holder'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. MOHAMED ASHROFF OMAR	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 24 June 2022 at 10.30 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:

EMPLOYEE SHARE OPTION PLAN

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 24 JUNE 2022

Dear Shareholder,

The Board of Directors of the Company, having taken into consideration the additional guidance note (CSE/GN/20/07/01) 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, email to ***keellsconsultants@keells.com*** or forward it 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 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 each 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 the item 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 Meeting.
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
31 May 2022

SHAREHOLDER/PROXYHOLDER REGISTRATION FORM

EXTRAORDINARY GENERAL MEETING - EMPLOYEE SHARE OPTION PLAN

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.